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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 10:30 a.m. on Monday, November 30, 2026 (or, if later, immediately after the conclusion, postponement or adjournment of the meeting of the holders of the Scheme Shares (as defined in the Scheme referred to below) convened at the direction of the High Court of the Hong Kong Special Administrative Region (the "**High Court**") for the same day and place) at Chatham room, Level 7, Conrad Hotel, 88 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing the following as a special resolution:

SPECIAL RESOLUTION

"**THAT**:

(A) the scheme of arrangement dated November 6, 2026 (the "**Scheme**") between the Company and the Scheme Shareholders (as defined in the Scheme) as at the Scheme Record Date (as defined in the Scheme), in the form of the print contained in the scheme document dated November 6, 2026 (the "**Scheme Document**"), which has been produced to the EGM and for the purpose of identification signed by the Chair of the EGM, with any modification of or addition to it, or any condition, as may be approved or imposed by the High Court, be and is hereby approved;

(B) for the purpose of giving effect to the Scheme, on the date on which the Scheme becomes binding and effective in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Effective Date**"):

(i) the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares in issue on the Scheme Record Date;

(ii) subject to and forthwith upon such reduction of capital taking effect, the issued share capital of the Company be restored to its former amount by the creation of such number of new shares in the capital of the Company (the "**Shares**") as is equal to the number of Scheme Shares cancelled and extinguished; and

(iii) the Company shall apply the reserve created in its books of account as a result of the said reduction of capital in paying up in full the Shares to be created as aforesaid, and such new Shares shall be allotted and issued, credited as fully paid, to Guotai Haitong Financial Holdings Limited (the "**Offeror**"), and the directors of the Company be and are hereby unconditionally authorised to allot and issue the same accordingly;

(C) the listing of the Shares on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") be withdrawn, subject to the Scheme taking effect; and

(D) the directors of the Company be and are hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation):

(i) the making of an application to the Hong Kong Stock Exchange for the withdrawal of the listing of the Shares on the Hong Kong Stock Exchange, subject to the Scheme taking effect;

(ii) the reduction of capital referred to above;

(iii) the allotment and issue of the Shares referred to above; and

(iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the High Court may see fit to impose and to do all other acts and things and/or sign such documents as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the proposal for the privatisation of the Company by the Offeror by way of the Scheme as a whole."

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

Hong Kong, November 6, 2026

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

Notes:

1. 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.

2. In accordance with Rule 13.39(4) of the Hong Kong Listing Rules, at the EGM, the Chair 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.

3. 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.

4. 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.

5. In order to be valid, the proxy form (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), 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 no later than 10:30 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 EGM (as the case may be). 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 Shareholder from attending and voting in person at the EGM or any adjournment thereof should the Shareholder so wish, and in such event any proxy appointment made by that Shareholder shall be deemed to be revoked.

6. The register of members of the Company will be closed from Wednesday, November 25, 2026 to Monday, November 30, 2026 (both days inclusive), for ascertaining Shareholders' right to attend and vote at the EGM. During this period, no transfer of Shares will be registered. In order to be entitled to attend the EGM, 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, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, November 24, 2026. The record date for ascertaining Shareholders' right to attend and vote at the EGM is November 30, 2026.

7. 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 EGM, then the EGM will be adjourned and the 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 EGM will be held as scheduled even when Typhoon Signal No.3 or below is hoisted, or an Amber or a Red Rainstorm Warning Signal is in force.

   Shareholders should carefully consider the risk of physical attendance at the EGM 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.