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香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本接納表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本接納表格全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

This document is the Form of Acceptance referred to in the scheme document addressed to the Scheme Shareholders and Share Option Holders dated November 6, 2026 (the "Scheme Document") for use by the Share Option Holders to declare their choice in respect of the Share Option Offer. You should read it in conjunction with the Scheme Document and the Option Offer Letter sent by the Offeror and the Company dated November 6, 2026 in relation to the Share Option Offer.
本文件乃日期為2026年11月6日發出予計劃股東及購股權持有人的計劃文件(「計劃文件」)所述的接納表格，以供購股權持有人使用，聲明彼等關於購股權要約的選擇。 閣下應將本文件連同計劃文件及由要約人及本公司就購股權要約寄發的日期為2026年11月6日之購股權要約函件一併閱讀。

Terms defined in the Scheme Document have the same meanings in this Form of Acceptance.
計劃文件所界定的詞彙於本接納表格具有相同涵義。

國泰海通金融控股
GUOTAI HAITONG FINANCIAL HOLDINGS

GUOTAI HAITONG FINANCIAL HOLDINGS LIMITED
國泰海通金融控股有限公司
(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED
國泰君安國際控股有限公司
(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 1788)
(股份代號：1788)

THE PROPOSAL FOR THE PRIVATISATION OF GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 673 OF THE COMPANIES ORDINANCE
要約人根據公司條例第673條透過計劃安排方式將國泰君安國際控股有限公司私有化之建議

FORM OF ACCEPTANCE IN RELATION TO THE SHARE OPTION OFFER
購股權要約之接納表格

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer, or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisor.
如 閣下對本接納表格任何方面或應採取之行動有疑問，應諮詢持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

You should return the duly completed and executed Form of Acceptance to the Company at 27/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong, for the attention of the Office of the Board and marked "Guotai Junan International – Share Option Offer", by no later than 4:30 p.m. on Friday, January 8, 2027 (Hong Kong time) (or such time and/or date and time as may be notified to you by the Offeror and the Company).
閣下應於填妥及簽署接納表格後於2027年1月8日(星期五)下午四時三十分前(香港時間)(或要約人及本公司通知 閣下的其他時間及／或日期及時間)送達本公司，收件地址為香港皇后大道中181號新紀元廣場低座27樓，收件人為董事會辦公室，並註明「國泰君安國際－購股權要約」。

Before returning the Form of Acceptance to the Office of the Board, please ensure that you have completed and signed the Form of Acceptance and that your signature has been witnessed.
在向董事會辦公室交回接納表格前，請確保 閣下已填妥及簽署接納表格，而 閣下的簽署亦經見證。

With reference to the Share Option Offer set out in the Option Offer Letter, I hereby declare my choice in respect of the Share Option Offer by ticking the relevant box below in respect of ALL the Share Options that I hold as at the Share Option Offer Record Date on the terms and subject to the conditions set out in the Share Option Offer (Note 1) :
參照購股權要約函件所載的購股權要約，本人謹此按照購股權要約所載的條款及在受其條件規限下，就本人於購股權要約記錄日期持有的全部購股權在有關框內打勾，以聲明本人就購股權要約的選擇(附註1)：

ACCEPT 接納	
REJECT* 拒絕*	

* Please note that if you reject the Share Option Offer, you will not be entitled to receive the Option Offer Price offered in respect of any of your Share Options. Please see the section headed "Courses of Action Available to Share Option Holders" in the Option Offer Letter for further details.
請注意倘 閣下拒絕購股權要約，則將不會有權收取就 閣下任何該等購股權提出的購股權要約價。進一步詳情請參閱購股權要約函件「購股權持有人可採取之行動」一節。

By signing and returning this Form of Acceptance, I:
簽署及交回本接納表格，即代表本人：

(a) confirm that I have read, understood and agreed to the terms and conditions of the Share Option Offer (including, without limitation, those set out in the Scheme Document, the Option Offer Letter and this Form of Acceptance), and that I have received the Scheme Document, the Option Offer Letter and this Form of Acceptance;
確認本人已閱讀、了解及同意購股權要約之條款及條件(包括但不限於計劃文件、購股權要約函件及本接納表格所載者)，且本人已收到計劃文件、購股權要約函件及本接納表格；

(b) warrant and confirm that each Share Option held by me in respect of which I accept the Share Option Offer is valid and subsisting, free from all liens, charges, mortgages, encumbrances and third-party interests of any nature whatsoever and I acknowledge that any option certificate or document in respect of such Share Option shall become void once that Share Option has been cancelled as a result of my acceptance of the Share Option Offer pursuant to this Form of Acceptance;
保證及確認就本人所接納購股權要約持有之每份購股權為有效及存續，不附帶任何留置權、押記、抵押、產權負擔及任何性質之第三方權益，及本人確定有關該購股權之任何購股權證明或文件於購股權因本人根據本接納表格接納購股權要約獲註銷時無效；

(c) confirm that I have observed and am permitted under all applicable laws and requirements to receive and accept the Share Option Offer and any revision thereof, and that I have obtained all requisite governmental, exchange control or other consents and made all registrations or filings required in compliance with all necessary formalities and regulatory or legal requirements, and have paid all issue, transfer or other taxes, duties or other required payments due from me in connection with such acceptance in any jurisdiction, and that I have not taken or omitted to take any action which will or may result in the Offeror, the Company or their respective advisers, including Haitong International, Somerley Capital, Altus Capital and the Share Registrar, or any other person, acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Share Option Offer or my acceptance thereof and such acceptance, surrender and/or cancellation shall be valid and binding in accordance with all applicable laws and regulations;
確認本人已遵守及獲准根據所有適用法律及規定收取及接納購股權要約及其任何修訂，本人已取得所有必要的政府、外匯管制或其他同意，並已遵照所有必要的手續及監管或法律規定作出所需的所有登記或存檔，及已繳付所有發行、轉讓或其他稅項、稅款或其他本人於任何司法權區就有關接納應繳付之所需款項，及本人並無採取或遺漏採取任何行動，以致將會或可能導致要約人、本公司或彼等各自之顧問(包括海通國際、新百利融資、浩德融資及股份登記處)或任何其他人士就購股權要約或本人接納購股權要約違反任何司法權區之法律或監管規定，及有關接納、交回及／或註銷根據所有適用法律法規屬有效及具有約束力；

(d) acknowledge and agree that I shall cease to have any rights or entitlements, and waive all rights and claims against any party (including the Offeror and the Company), in respect of such Share Option(s) held by me for which I accept the Share Option Offer, and that all rights and entitlements under all such Share Option(s) will be cancelled;
確定及同意不再就本人所接納購股權要約持有之該等購股權擁有任何權利或權益，及放棄對任何一方(包括要約人及本公司)之所有權利及申索，且所有該等購股權項下之一切權利及權益將被註銷；

(e) agree, in consideration for the Share Option Offer, to release and waive all present and future claims, demands, actions and/or proceedings (whether contractual, statutory or otherwise and whether such claims are known or could be known or are in my contemplation at the time of signing this Form of Acceptance and to the maximum extent not prohibited by law) against any party (including the Offeror and the Company and their officers and respective advisers) arising out of or in connection with the Share Options and/or the Share Option Offer;
同意(作為購股權要約之代價)解除及放棄因購股權及／或購股權要約而產生或與之相關的針對任何人士(包括要約人及本公司以及其高級職員及各自之顧問)的所有現有及未來申索、要求、行動及／或訴訟(不論是否以合約、法定或其他形式，亦不論該等申索於簽署本接納表格時是否已知悉或可能知悉或在本人預期之內，並以法律並無禁止的最大範圍為限)；

(f) confirm that any acceptance of the Share Option Offer cannot be withdrawn or altered;
確認購股權要約的任何接納不得被撤銷或更改；

(g) authorise the Offeror, and the Company, jointly and severally, or any director or officer of the Offeror or the Company or any agent of such person to do all acts and things and to execute any document as may be necessary or desirable to give effect to or in consequence of my acceptance of the Share Option Offer, and I hereby undertake to execute any further assurance that may be required in respect of such acceptance (including but not limited to consenting to the Company, the Board or the Offeror, as applicable, exercising its rights to amend the terms of my Share Options to enable such outstanding Share Options to be cancelled in exchange for the payment by the Offeror of the cash considerations);
授權要約人及本公司共同及個別，或要約人或本公司的任何董事或者高級人員或該人士的任何代理人作出一切行為及事項，以及簽立為使本人接納購股權要約生效或者因本人接納購股權要約而可能必須或合宜的任何文件；而本人據此承諾執行有關接納所需的任何其他保證(包括但不限於同意本公司、董事會或要約人(如適用)行使其權利修訂本人購股權之條款，使有關尚未行使購股權可予註銷，以換取要約人支付的現金代價)；

(h) authorise the Company to transfer any personal data which may identify me (including, but not limited to my name, date of birth, contact details, nationality, identity or passport number, tax residency, social security number (or equivalent), bank account details and details of my Share Options) to the Offeror and to authorise the Offeror to collect, use and process such personal data for all matters directly or indirectly connected with the implementation of the Share Option Offer. I agree to execute any further documents as may be required by the Company or the Offeror to give effect to such authorisation; and
授權本公司向要約人轉交可能識別本人身份的任何個人資料(包括但不限於本人姓名、出生日期、聯絡方式、國籍、身份證或護照號碼、稅務居民身份、社會保障號碼(或同等識別資料)、銀行賬戶詳情及本人購股權詳情)，並授權要約人就與實施購股權要約直接或間接相關的所有事宜收集、使用及處理有關個人資料。本人同意簽立本公司或要約人可能要求之任何其他文件，以使有關授權生效；及

(i) undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney or agent appointed by or pursuant to the Share Option Offer Letter or this Form of Acceptance.
承諾確認及追認經或根據購股權要約函件或本接納表格所委任之任何授權代表或代理人代表本人適當地或合法地採取之任何行動。

This Form of Acceptance is governed by and shall be construed in accordance with the laws of Hong Kong.
本接納表格受香港法例規管並須按其詮釋。

Dated this day of

本文件日期為 年 月 日

Signed by the Share Option Holder in the presence of:
本文件由購股權持有人親身並在下列人士見證下簽立：

Signature of Share Option Holder (Note 3) 購股權持有人簽署(附註3)	Signature of witness (Note 4) 見證人簽署(附註4)
Name of Share Option Holder 購股權持有人姓名	Name of witness 見證人姓名
	Address of witness 見證人地址
	Identity card number of witness 見證人身份證號碼
Date 日期	

Notes:

1. This Form of Acceptance is subject to the terms and conditions of the Share Option Offer as set out in the Option Offer Letter. The Share Option Offer is made in respect of your Share Options held by you as at the Share Option Offer Record Date.
2. You may only elect to either accept or reject the Share Option Offer in respect of all Share Options held by you as at the Share Option Offer Record Date. If you have (i) inserted a tick in both the "accept" and "reject" boxes or (ii) fail to tick either the "accept" or "reject" box, you will be treated to have elected to reject the Share Option Offer in respect of all Share Options held by you as at the Share Option Offer Record Date.
3. Please sign at the place indicated to signify your choice in respect of the Share Option Offer and/or insert the date of signing. If you fail to sign and return this Form of Acceptance to the Company as instructed above, you will be treated as not having accepted the Share Option Offer in respect of all of the Share Options you hold as at the Scheme Record Date notwithstanding completion of the other parts of this Form of Acceptance.
4. The witness must be physically present when you sign this Form of Acceptance. The witness should be an individual but should not be a close relative of yours, a minor, a bankrupt or a person of unsound mind.
5. You are recommended to consult your professional adviser if you are in any doubt as to the taxation implications of the Share Option Offer and, in particular, whether the receipt of the Option Offer Price under the Share Option Offer will make you liable to taxation in Hong Kong or in other jurisdictions. If you are not resident in Hong Kong, the acceptance of the Share Option Offer or the receipt of the Option Offer Price for acceptance of the Share Option Offer may be subject to the laws of the relevant jurisdiction in which you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Share Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

附註：

1. 本接納表格受由購股權要約函件所載的購股權要約條款及條件所規限。購股權要約乃就 閣下於購股權要約記錄日期所持有的購股權所作出。
2. 閣下僅可就 閣下於購股權要約記錄日期所持有的所有購股權選擇接納或拒絕購股權要約。倘 閣下已(i)在「接納」及「拒絕」框內均打勾或(ii)未有在「接納」或「拒絕」框內打勾， 閣下將被視為已選擇就 閣下於購股權要約記錄日期所持有的所有購股權拒絕購股權要約。
3. 請於所指明的地方簽署，以表明 閣下就購股權要約的選擇及／或填寫簽署日期。儘管 閣下填妥本接納表格的其他部分，倘 閣下並無按照上述指示簽署本接納表格並交回本公司，則 閣下將被視為並未就 閣下於計劃記錄日期持有的全部購股權接納購股權要約。
4. 閣下簽署本接納表格時，見證人必須親身在場。見證人應為個人，但不得為 閣下的近親、未成年人士、破產或精神不健全的人士。
5. 閣下如對購股權要約的稅務影響有任何疑問，尤其是收取購股權要約的購股權要約價是否會令 閣下須繳納香港或其他司法權區的稅項方面的疑問，應諮詢 閣下的專業顧問。倘 閣下並非居於香港，則接納購股權要約或就接納購股權要約收取購股權要約價可能須遵從 閣下所在有關司法權區的法例。 閣下應自行了解及遵守任何適用法律及監管規定。 閣下如有意接納購股權要約，則有責任自行全面遵守有關司法權區就此方面的法例，包括按規定取得任何政府、外匯管制或其他方面的同意，或辦理其他必要的正式手續及支付 閣下於該司法權區所應繳的任何發行、轉讓或其他稅項。