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國泰海通金融控股
GUOTAI HAITONG FINANCIAL HOLDINGS

GUOTAI HAITONG FINANCIAL HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)

GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 1788)

JOINT ANNOUNCEMENT

(1) 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

AND

(2) PROPOSED WITHDRAWAL OF LISTING OF THE SHARES OF GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

DESPATCH OF THE SCHEME DOCUMENT AND OPTION OFFER LETTER

Lead Financial Adviser to the Offeror

國泰海通 GUOTAI HAITONG | 海通國際 HAITONG

Joint Financial Adviser to the Offeror

SOMERLEY CAPITAL LIMITED

Independent Financial Adviser to the Independent Board Committee

ALTUS CAPITAL LIMITED

Reference is made to (i) the joint announcement dated August 7, 2026 jointly issued by Guotai Haitong Financial Holdings Limited (the "**Offeror**") and Guotai Junan International Holdings Limited (the "**Company**") in relation to, among other matters, (a) the pre-conditional proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 673 of the Companies Ordinance (the "**Proposal**"); and (b) the proposed withdrawal of listing of the shares of the Company; (ii) the joint announcement dated August 28, 2026 jointly issued by the Offeror and the Company in relation to the update on the timeline for despatch of the Scheme Document; (iii) the joint announcement dated September 28, 2026 jointly issued by the Offeror and the Company in relation to the monthly update on

the Proposal; (iv) the joint announcement dated October 16, 2026 jointly issued by the Offeror and the Company in relation to the update on progress on the fulfilment of the Pre-Condition; (v) the joint announcement dated October 30, 2026 jointly issued by the Offeror and the Company in relation to the fulfilment of the Pre-Condition; and (vi) the composite scheme document dated November 6, 2026 jointly issued by the Offeror and the Company in relation to the Proposal (the "**Scheme Document**"). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

DESPATCH OF THE SCHEME DOCUMENT AND OPTION OFFER LETTER

The Scheme Document, together with the notices of the Court Meeting and the EGM to be held on Monday, November 30, 2026 and the relevant forms of proxy, will be despatched to the Shareholders on Friday, November 6, 2026.

The Option Offer Letter, together with the Scheme Document and the Form of Acceptance, will be sent to the Share Option Holders on Friday, November 6, 2026.

The Scheme Document contains, among other things, (i) further details of the Proposal (including the Scheme and the Share Option Offer); (ii) the indicative expected timetable; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee containing its recommendation to the Takeovers Code Disinterested Shareholders and the Share Option Holders in relation to the Proposal (including the Scheme and the Share Option Offer); (v) a letter from Altus Capital, being the Independent Financial Adviser, containing its advice to the Independent Board Committee in relation to the Proposal (including the Scheme and the Share Option Offer); (vi) the Explanatory Statement; (vii) notices of the Court Meeting and the EGM; and (viii) the form of Option Offer Letter.

RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all non-executive Directors and independent non-executive Directors who have no direct or indirect interest in the Proposal under Rule 2.8 of the Takeovers Code, namely Dr. Fu Tingmei, Professor Chan Ka Keung Ceajer and Mr. Liu Chung Mun, has been established by the Board in accordance with Rule 2.1 and Rule 2.8 of the Takeovers Code to make a recommendation to the Takeovers Code Disinterested Shareholders and the Share Option Holders as to (i) whether the Proposal (including the Scheme and the Share Option Offer) is, or is not, fair and reasonable; (ii) whether to vote for or against the Scheme at the Court Meeting and for or against the resolutions in connection with the implementation of the Proposal at the EGM; and (iii) whether to accept or reject the Share Option Offer.

The Company has, with the approval of the Independent Board Committee, appointed Altus Capital as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal (including the Scheme and the Share Option Offer).

The Independent Financial Adviser has advised the Independent Board Committee that it considers the terms of the Proposal (including the Scheme and the Share Option Offer) are fair and reasonable so far as the Takeovers Code Disinterested Shareholders and the Share Option Holders are concerned, and accordingly, advises the Independent Board Committee to recommend (i) the Takeovers Code Disinterested Shareholders to vote in favour of the Scheme at the Court Meeting and of the resolutions in connection with the implementation of the Proposal at the EGM; and (ii) the Share Option Holders to accept the Share Option Offer.

The Independent Board Committee, having considered the terms of the Proposal (including the Scheme and the Share Option Offer), and having taken into account the advice of the Independent Financial Adviser, concurs with the Independent Financial Adviser's advice that the Proposal (including the Scheme and the Share Option Offer) is fair and reasonable so far as the Takeovers Code Disinterested Shareholders and the Share Option Holders are respectively concerned. Accordingly, the Independent Board Committee recommends (i) the Takeovers Code Disinterested Shareholders to vote in favour of the Scheme at the Court Meeting and of the resolutions in connection with the implementation of the Proposal at the EGM; and (ii) the Share Option Holders to accept the Share Option Offer.

Scheme Shareholders and Share Option Holders should consider carefully the Proposal and are recommended to read (i) the letter from the Board; (ii) the letter from the Independent Financial Adviser; (iii) the letter from the Independent Board Committee; and (iv) the Explanatory Statement, each contained in the Scheme Document, before deciding how to vote at the Court Meeting and the EGM or whether to accept the Share Option Offer, as the case may be. Takeovers Code Disinterested Shareholders and Share Option Holders are recommended to consult their own professional advisers if they are in any doubt.

COURT MEETING AND EGM

In accordance with the directions of the High Court, the Court 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. The EGM will be held at the same place on the same date at 10:30 a.m. (or, if later, immediately after the conclusion, postponement or adjournment of the Court Meeting).

The High Court has directed that the Court Meeting be convened for the purpose of considering and, if thought fit, approving the Scheme (with or without modification).

The EGM will be held for the purpose of considering and, if thought fit, passing a special resolution to give effect to the Scheme, including the approval of the reduction of the share capital of the Company by cancelling and extinguishing the Scheme Shares and of the issue to the Offeror of such number of new Shares as is equal to the number of the Scheme Shares cancelled and extinguished.

Notices of the Court Meeting and the EGM are contained in the Scheme Document, and are available on the websites of the Hong Kong Stock Exchange and the Company.

A joint announcement will be made by the Company and the Offeror in relation to the results of the Court Meeting and the EGM no later than 7:00 p.m. on Monday, November 30, 2026.

CLOSURE OF REGISTER OF MEMBERS

Court Meeting and EGM

For the purpose of determining the entitlements of the holders of the Scheme Shares to attend and vote at the Court Meeting and the entitlements of the Shareholders to attend and vote at the EGM, the Register will be closed from Wednesday, November 25, 2026 to Monday, November 30, 2026 (both days inclusive), during which no registration of the transfers of the Shares will be processed.

In order to qualify to attend and vote at the Court Meeting and/or the EGM, all transfers accompanied by the relevant share certificates must be lodged at the office of the 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. on Tuesday, November 24, 2026.

Entitlements of the Scheme Shareholders to receive the Cancellation Price

Assuming that the Scheme Record Date falls on Friday, January 29, 2027, it is proposed that the Register will be closed from Monday, January 11, 2027 onwards (or such other date as the Shareholders may be notified by announcement) in order to determine the entitlements of the Scheme Shareholders to receive the Cancellation Price.

In order to qualify for such entitlements to receive the Cancellation Price under the Scheme, all transfers accompanied by the relevant share certificates must be lodged at the office of the 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. on Friday, January 8, 2027.

CONDITIONS OF THE PROPOSAL

The implementation of the Proposal is subject to the satisfaction or waiver (where applicable) of the Conditions set out in the section headed "3. Pre-Condition and Conditions of the Proposal and the Scheme" of the Explanatory Statement set out in Part VII of the Scheme Document.

All of the Conditions will have to be satisfied or (if applicable) waived, on or before the Conditions Long Stop Date, otherwise the Scheme will not become binding and effective and will lapse subject to the requirements of the Takeovers Code.

If all the Conditions are satisfied or (if applicable) waived on or before the Conditions Long Stop Date, the Scheme will become binding and effective on the Company and all of the Scheme Shareholders on the Effective Date, which is expected to be on Friday, January 29, 2027, irrespective of whether or not such Scheme Shareholders attended or voted at the Court Meeting and/or the EGM, and the listing of the Shares on the Hong Kong Stock Exchange is expected to be withdrawn at 4:00 p.m. on Monday, February 1, 2027 pursuant to Rule 6.15(2) of the Hong Kong Listing Rules.

If all the resolutions are passed at the Court Meeting and the EGM, further announcement(s) will be made regarding the Proposal in relation to, among other things, the results of the hearing of the petition for the sanction of the Scheme by the High Court, the Effective Date and the date of the withdrawal of the listing of the Shares from the Hong Kong Stock Exchange, in accordance with the requirements of the Takeovers Code and the Hong Kong Listing Rules.

The Share Option Offer is conditional upon the Scheme becoming effective.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to change. Further announcement(s) will be made as and when appropriate.

Hong Kong time and date

Date of despatch of the Scheme Document and the Option Offer Letter . . . . . Friday, November 6, 2026

Latest time for Share Option Holders to lodge notices of exercise (accompanied by full payment of the exercise price) of their vested Share Options in order to become entitled to attend and vote at the Court Meeting and/or the EGM . . . . . 3:00 p.m. on Tuesday, November 24, 2026

Latest time for lodging transfers of Shares in order to become entitled to attend and vote at the Court Meeting and/or the EGM . . . . . 4:30 p.m. on Tuesday, November 24, 2026

Closure of the Register for determining the entitlements of the holders of the Scheme Shares to attend and vote at the Court Meeting, and of the Shareholders to attend and vote at the EGM *(Note 1)* . . . . . from Wednesday, November 25, 2026 to Monday, November 30, 2026 (both days inclusive)

Latest time for lodging the respective forms of proxy in respect of *(Note 2)*:

- *the Court Meeting* . . . . . 10:00 a.m. on Thursday, November 26, 2026

- *the EGM* . . . . . 10:30 a.m. on Thursday, November 26, 2026

Hong Kong time and date

Meeting Record Date	Monday, November 30, 2026
Court Meeting *(Note 3)*	10:00 a.m. on Monday, November 30, 2026
EGM *(Note 3)*	10:30 a.m. on Monday, November 30, 2026 (or, if later, immediately after the conclusion, postponement or adjournment of the Court Meeting)
Announcement of the results of the Court Meeting and the EGM posted on the website of the Hong Kong Stock Exchange	no later than 7:00 p.m. on Monday, November 30, 2026
Expected latest time for trading in the Shares on the Hong Kong Stock Exchange	4:10 p.m. on Tuesday, January 5, 2027
Share Option Offer Record Date	Friday, January 8, 2027
Options Latest Exercise Time *(Note 4)*	3:00 p.m. on Friday, January 8, 2027
Latest time for lodging the Form of Acceptance in relation to the Share Option Offer *(Note 5)*	4:30 p.m. on Friday, January 8, 2027
Latest time for lodging transfers of Shares in order to qualify for entitlements under the Scheme	4:30 p.m. on Friday, January 8, 2027
Closure of the Register for determining the entitlements of the Scheme Shareholders under the Scheme *(Note 6)*	from Monday, January 11, 2027 onwards
Court Hearing to sanction the Scheme	Thursday, January 21, 2027
Announcement of (1) the results of the Court Hearing, (2) the expected Effective Date, and (3) the expected date of the withdrawal of listing of the Shares on the Hong Kong Stock Exchange	on or before 7:00 p.m. on Thursday, January 21, 2027
Scheme Record Date	Friday, January 29, 2027
Effective Date *(Note 7)*	Friday, January 29, 2027

Hong Kong time and date

Share Option Offer becomes unconditional . . . . . Friday, January 29, 2027

Announcement of (1) the Effective Date, (2) the results of the Share Option Offer, and (3) the date of withdrawal of listing of the Shares on the Hong Kong Stock Exchange . . . . . Friday, January 29, 2027

Withdrawal of listing of the Shares on the Hong Kong Stock Exchange becomes effective . . . . . 4:00 p.m. on Monday, February 1, 2027

Latest date for (1) despatch of cheques for the payment of the Cancellation Price to Scheme Shareholders (other than HKSCC Nominees) and payment of the Cancellation Price to HKSCC Nominees by electronic bank transfer; and (2) the Option Offer Price to the Share Option Holders who have accepted the Share Option Offer *(Note 8)* . . . . . .on or before Thursday, February 11, 2027

Notes:

(1) The Register will be closed during such period for the purpose of determining the entitlements of the holders of the Scheme Shares to attend and vote at the Court Meeting and of the Shareholders to attend and vote at the EGM. For the avoidance of doubt, this book closure period is not for determining the entitlements of the holders of the Scheme Shares under the Scheme.

(2) The **pink** form of proxy in respect of the Court Meeting and the **white** form of proxy in respect of the EGM should be completed and signed in accordance with the instructions respectively printed thereon and should be lodged at the Share Registrar 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 the time and date stated above. 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. If the **white** form of proxy is not so lodged, it will not be valid. Completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude you from attending and voting in person at the relevant meeting or any adjournment thereof should you so wish, and, in such event, the returned form of proxy shall be deemed to be revoked.

According to Article 83 of the articles of association of the Company, the forms of proxy and the power of attorney or other authorities are required to be deposited not less than 48 hours before the time for holding the relevant meetings or adjourned meetings. For the purpose of calculating the periods for depositing the forms of proxy, no account is to be taken of any part of a day that is a public holiday. Taking into account the aforementioned requirement, the latest times for lodging the forms of proxy for the Court Meeting and the EGM are therefore 10:00 a.m. and 10:30 a.m. respectively on Thursday, November 26, 2026.

(3) The Court Meeting and the EGM will be held at Chatham room, Level 7, Conrad Hotel, 88 Queensway, Admiralty, Hong Kong at the times and date specified above. For further details, please see the Notice of the Court Meeting and the Notice of the EGM set out in Appendices IV and V to the Scheme Document, respectively. 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 November 30, 2026, the Court Meeting and the EGM will be adjourned and the Shareholders will be informed of the date, time and venue of the adjourned meetings 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 Court Meeting and the EGM will be held as scheduled when a Typhoon Signal No. 3 or below is hoisted or an Amber or Red Rainstorm Warning Signal is in force. Shareholders should carefully consider the risk of physical attendance at the Court Meeting and 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.

(4) In accordance with the terms of the Share Option Scheme, if a scheme of arrangement is approved by the holders of the Shares at the requisite meetings, the outstanding Share Options shall automatically lapse and not be exercisable upon the expiry of the Options Latest Exercise Time, subject to the Scheme becoming effective. Therefore, if the requisite approval in respect of the Scheme is obtained at the Court Meeting and the EGM and any Share Option Holder does not: (i) exercise his or her outstanding Share Options before the Options Latest Exercise Time to become a Scheme Shareholder before the Scheme Record Date in accordance with the rules of the Share Option Scheme and the Scheme Document; or (ii) accept the Share Option Offer, his or her Share Options will lapse upon the expiry of the Options Latest Exercise Time subject to the Scheme becoming effective without any payment made to him or her in accordance with the rules of the Share Option Scheme.

(5) The Form of Acceptance, duly completed and executed in accordance with the instructions on it, must be lodged with 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 (or such later date and time as may be notified to you by the Offeror and the Company).

(6) The Register will be closed during such period for the purposes of determining the Scheme Shareholders who are qualified for entitlements under the Scheme.

(7) The Scheme will become effective upon all the Conditions set out in the section headed "3. Pre-Condition and Conditions of the Proposal and the Scheme" of the Explanatory Statement set out in Part VII of the Scheme Document having been satisfied or waived (as applicable).

(8) Cheques for payment of the Cancellation Price to the Scheme Shareholders (other than HKSCC Nominees), and payment of the Cancellation Price to HKSCC Nominees by electronic bank transfer, will be despatched or made no later than seven Business Days after the Effective Date, and (if payment is made by way of cheques) such cheques will be despatched by ordinary post in postage pre-paid envelopes addressed to the Scheme Shareholders (other than HKSCC Nominees) at their respective addresses as appearing on the Register as at the Scheme Record Date or, in the case of joint holders, at the address appearing on the Register as at the Scheme Record Date of the joint holder whose name then stands first in the Register in respect of the relevant joint holding.

Cheques for payment of the Option Offer Price to the Share Option Holders who have accepted the Share Option Offer will be despatched no later than seven Business Days after the Effective Date by ordinary post in postage pre-paid envelopes addressed to the person(s) entitled thereto at their respective last known addresses as notified by the Share Option Holders to the Group.

All such aforementioned cheques will be posted at the risk of the person(s) entitled thereto and none of the Offeror, the Company, Haitong International, Somerley Capital, Altus Capital and the Share Registrar and their respective directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible for any loss or delay in transmission.

If there is a "black" rainstorm warning or a tropical cyclone warning signal No. 8 or above or extreme conditions announced by the government of Hong Kong:

(a) in force in Hong Kong before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for despatching cheques for the cash entitlement in respect of the Cancellation Price or the Option Offer Price (as the case may be) by ordinary post, such date will remain on the same Business Day; or

(b) in force in Hong Kong at 12:00 noon and/or thereafter on the latest date for despatching cheques for the cash entitlement in respect of the Cancellation Price or the Option Offer Price (as the case may be) by ordinary post, such date will be rescheduled to the following Business Day which will not have any of such warnings or conditions in force in Hong Kong at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

WARNINGS: Shareholders, Share Option Holders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the satisfaction or waiver (where applicable) of the Conditions, and thus the Proposal (including the Scheme and the Share Option Offer) may or may not be implemented, and the Scheme may or may not become effective. Shareholders, Share Option Holders, and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors of the Offeror
Guotai Haitong Financial Holdings Limited
Mr. NIE Xiaogang
Director

By order of the Board
Guotai Junan International Holdings Limited
Dr. YIM Fung
Director

November 6, 2026

As at the date of this joint announcement, the board of directors of the Offeror comprises Mr. NIE Xiaogang, Mr. XIE Lebin, Dr. YIM Fung, Ms. YU Xuping and Mr. DONG Boyang.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of Guotai Haitong comprises Mr. ZHU Jian and Mr. NIE Xiaogang as the executive directors; Mr. ZHOU Jie, Ms. GUAN Wei, Mr. ZHONG Maojun, Mr. CHEN Hangbiao, Ms. LV Chunfang, Ms. HA Erman, Mr. SUN Minghui and Mr. CHEN Yijiang as the non-executive directors; Mr. WU Hongwei as the employee director; and Mr. LI Renjie, Mr. WANG Guogang, Mr. PU Yonghao, Mr. MAO Fugen, Mr. CHEN Fangruo and Mr. JIANG Xian as the independent non-executive directors.

The directors of Guotai Haitong jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and Guotai Haitong) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror and Guotai Haitong in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.