



GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

**Proxy Form for use at the Annual General Meeting to be held on
Monday, 22 May 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
("Company"), HEREBY APPOINT⁽³⁾ _____
of⁽³⁾ _____
or failing him/her⁽³⁾ _____
of⁽³⁾ _____
or failing him/her, **THE CHAIRMAN OF 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 Monday, 22 May 2023 (or at any adjournment thereof) ("**Meeting**"), and to vote on my/our behalf as directed below.

	ORDINARY RESOLUTIONS ⁽⁴⁾	FOR ⁽⁵⁾	AGAINST ⁽⁵⁾
1	To consider and receive the audited financial statements, the report of the directors of the Company (the "Director(s)") and the independent auditor's report for the year ended 31 December 2022.		
2	To declare a final special dividend of HK\$0.010 per share of the Company for the year ended 31 December 2022.		
3	(i) To re-elect Ms. QI Haiying as an executive Director.		
	(ii) To re-elect Mr. TSANG Yiu Keung as an independent non-executive Director.		
	(iii) To re-elect Professor CHAN Ka Keung Ceajer as an independent non-executive Director.		
4	To authorise the board of Directors to fix the remuneration of the Directors.		
5	To re-appoint KPMG as the auditor of the Company and to authorize the board of Directors to fix its remuneration.		
6A	To grant a general mandate to the board of Directors to allot, issue and deal with new shares up to maximum of 20% of the total number of shares of the Company in issue.		
6B	To grant a general mandate to the board of Directors to buy back shares up to maximum of 10% of the total number of shares of the Company in issue.		
6C	To extend the general mandate granted to the board of Directors to allot, issue and deal with additional shares by adding to the number of shares being bought back by the Company.		
7	To authorize the board of Directors to raise or borrow any sum or sums of money for the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company, in each case, in any single transaction with a value equal to or exceeding 10% but not exceeding 40% of the consolidated net asset value of the Group.		

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, it shall specify the number of shares in respect of 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 resolutions is set out in the notice of convening the Meeting contained in the Company's circular dated 27 April 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 with 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 adjournment thereof).
- The proxy form must be signed by you or your attorney duly authorized 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 authorized.
- 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 proxy form will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) 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, Wanchai, Hong Kong.