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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Guotai Junan International Holdings Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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國泰君安國際
GUOTAI JUNAN INTERNATIONAL

GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

PROPOSED APPOINTMENT OF DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the EGM to be held at 28/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Tuesday, 10 October 2023 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM (or any adjournment thereof) is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

14 September 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Board Diversity Policy”	the board diversity policy of the Company
“Company”	Guotai Junan International Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1788.HK)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 28/F, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Tuesday, 10 October 2023 at 3:00 p.m. or, any adjournment thereof
“EGM Notice”	the notice for convening the EGM as set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 September 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Nomination Policy”	the nomination policy of the Company
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to in the EGM Notice
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

Executive Directors:

Dr. YIM Fung (*Chairman*)
Ms. QI Haiying

Non-executive Directors:

Mr. YU Jian
Dr. HU Xupeng
Ms. YU Xuping

Independent Non-executive Directors:

Dr. FU Tingmei
Mr. TSANG Yiu Keung
Professor CHAN Ka Keung Ceajer

Registered office:

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

14 September 2023

To the Shareholders

Dear Sirs or Madams,

PROPOSED APPOINTMENT OF DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 25 August 2023 in relation to the proposed appointment of Director. The purpose of this circular is to provide you with the details regarding the proposed resolutions so as to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

2. PROPOSED APPOINTMENT OF DIRECTOR

The Board has resolved to propose to the EGM the appointment of Mr. LIU Chung Mun as an independent non-executive Director pursuant to article 66A(f) of the Articles of Association.

When considering and recommending the proposed appointment of Mr. LIU Chung Mun as an independent non-executive Director to the Board, the Nomination Committee has taken into account the criteria including but not limited to experience and expertise as set out in the Nomination Policy, with due regard to the board diversity perspectives (including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge) as set out in the Board

LETTER FROM THE BOARD

Diversity Policy. The Nomination Committee has considered that the relevant experience of Mr. LIU Chung Mun in different fields contributes to the diversity of the Board. Additionally, the Nomination Committee and the Board have also assessed and are satisfied of the independence of Mr. LIU Chung Mun with reference to the criteria set out in Rule 3.13 of the Listing Rules. In view of the above, the Board agreed with the recommendation of the Nomination Committee and proposed the appointment of Mr. LIU Chung Mun as an independent non-executive Director to the EGM. Biographical details of Mr. LIU Chung Mun is set out in the Appendix to this circular.

3. EXTRAORDINARY GENERAL MEETING

At the EGM, Ordinary Resolutions will be proposed to approve the proposed appointment of Mr. LIU Chung Mun as an independent non-executive Director and to authorise the Board to fix his remuneration. The EGM Notice is set out on pages EGM-1 to EGM-2 of this circular.

Pursuant to the Rule 13.39(4) of the Listing Rules, all votes by the Shareholders at the EGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will, therefore, demand a poll for every resolution put to the vote at the EGM in accordance with Article 71 of the Articles of Association. The poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gtjai.com) in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

4. ACTION TO BE TAKEN

A proxy form for use by Shareholders at the EGM (or any adjournment thereof) is enclosed with this circular. Such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gtjai.com).

Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

5. RECOMMENDATION

There is no Shareholder who is required to abstain from voting in respect of any of the Ordinary Resolutions.

The Directors consider that the proposed appointment of Mr. LIU Chung Mun as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant Ordinary Resolutions to be proposed at the EGM.

By order of the Board
Guotai Junan International Holdings Limited
YIM Fung
Chairman

APPENDIX DETAILS OF DIRECTOR PROPOSED FOR APPOINTMENT

The details of the director proposed to be appointed at the EGM are set out below:

Mr. LIU Chung Mun (“Mr. LIU”), aged 63, has over 30 years of professional experience in providing audit and business advisory services in the Mainland China, Hong Kong and Australia. Mr. LIU started his professional career with PricewaterhouseCoopers in Hong Kong and Melbourne in the 1980s. Mr. LIU joined PricewaterhouseCoopers Zhong Tian LLP in 1995, and he was admitted as partner in 1997 and retired in 2020. During his years with PricewaterhouseCoopers Zhong Tian LLP, Mr. LIU was a core member in the China assurance leadership team and was a long-standing human capital partner in the assurance practice for over 10 years, and he was also the Greater China automotive industry leader as well as Japanese business network leader. Currently, Mr. LIU is an independent non-executive director of Foran Energy Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, Stock Code: 002911.SZ) and Valuetronics Holdings Limited (a company listed on the Singapore Stock Exchange, Stock Code: BN2.SI).

Mr. LIU received his bachelor’s degree in Commerce from the University of Western Australia in 1983. He is a member of the Chartered Accountants Australia and New Zealand (previously the Institute of Chartered Accountants Australia), a fellow member of CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. He was the president of CPA Australia North China Committee from 2005 to 2006 and is currently its council member.

Mr. LIU was a director of Prosperous Future Profits (BVI) Limited, a company incorporated in the British Virgin Islands which was an investment holding with no business operation prior to its dissolution and was struck off and dissolved in November 2012 due to cessation of business.

As at the date of this circular, the Company has not entered into any appointment letter with Mr. LIU. Subject to the approval by the Ordinary Resolutions at the EGM, the Company will enter into an appointment letter with Mr. LIU which will not have any specific term. Nevertheless, Mr. LIU’s appointment, if approved at the EGM, is subject to retirement by rotation (at least once every three years) at the annual general meeting of the Company in accordance with the Articles of Association. Mr. LIU will be entitled to an annual director’s fee of HK\$400,000 and a further annual fee of HK\$150,000 in acting as the chairman of committee(s) of the Board (if any), and will also be entitled to receive other incentives as decided by the Board (if any) having regard to his performance, duties, the Company’s performance and the prevailing market condition.

Save as disclosed above, Mr. LIU did not hold directorship in other listed public company in the last three years or any position within the Group.

APPENDIX DETAILS OF DIRECTOR PROPOSED FOR APPOINTMENT

Mr. LIU does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. LIU does not have any interest in the Shares, debentures or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. LIU has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules, and meets the criteria as a senior management executive as stipulated in the Articles of Association.

Save as disclosed above, there are no other matters relating to the appointment of Mr. LIU, in particular, the information required under Rules 13.51(2) of the Listing Rules, that need to be brought to the attention of the Shareholders.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 the Extraordinary General Meeting (“EGM”) of Guotai Junan International Holdings Limited (the “Company”) will be held at 28/F, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Tuesday, 10 October 2023 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. LIU Chung Mun (“Mr. LIU”) as an independent non-executive director of the Company; and
2. To authorize the board of directors of the Company to fix the remuneration of Mr. LIU.

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

Hong Kong, 14 September 2023

Registered Office:

27/F, Low Block,
Grand Millennium Plaza,
No. 181 Queen’s Road Central,
Hong Kong

Notes:

1. At the EGM, the chairman of the EGM will put each of the above resolutions to be voted by way of a poll pursuant to Article 71 of the articles of association of the Company.
2. 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.
3. 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 stand first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. In order to be valid, the 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 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 not less than 48 hours before the time of the EGM or any adjournment thereof.
5. If a tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal is in force at any time between 12:00 p.m. and 3:00 p.m. on the day of the EGM, the EGM will be adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gtjai.com) to notify shareholders of the date, time and place of the adjourned meeting.

The EGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or a red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the Board comprises two executive directors, being Dr. YIM Fung (Chairman) and Ms. QI Haiying; three non-executive directors, being Mr. YU Jian, Dr. HU Xupeng and Ms. YU Xuping; and three independent non-executive directors, being Dr. FU Tingmei, Mr. TSANG Yiu Keung and Professor CHAN Ka Keung Ceajer.