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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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GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

**PROPOSED APPOINTMENT OF DIRECTORS
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 Friday, 5 July 2024 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 June 2024

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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 Friday, 5 July 2024 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 June 2024, 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

DEFINITIONS

“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 Director:

Ms. YU Xuping

Independent Non-executive Directors:

Dr. FU Tingmei
Professor CHAN Ka Keung Ceajer
Mr. LIU Chung Mun

Registered office:

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

14 June 2024

To the Shareholders

Dear Sirs or Madams,

PROPOSED APPOINTMENT OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 4 June 2024 in relation to the proposed appointment of Directors. 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 DIRECTORS

The Board has resolved to propose to the EGM the appointment of Dr. XIE Lebin and Mr. DONG Boyang as non-executive Directors pursuant to article 66A(f) of the Articles of Association.

LETTER FROM THE BOARD

When considering and recommending the proposed appointment of Dr. XIE Lebin and Mr. DONG Boyang as non-executive Directors 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 Diversity Policy. The Nomination Committee has considered that the relevant experience of Dr. XIE Lebin and Mr. DONG Boyang in different fields contributes to the diversity of the Board. In view of the above, the Board agreed with the recommendation of the Nomination Committee and proposed the appointment of Dr. XIE Lebin and Mr. DONG Boyang as non-executive Directors to the EGM. Biographical details of Dr. XIE Lebin and Mr. DONG Boyang are 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 Dr. XIE Lebin and Mr. DONG Boyang as non-executive Directors and to authorise the Board to fix their remuneration, if any. 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.

LETTER FROM THE BOARD

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 Dr. XIE Lebin and Mr. DONG Boyang as non-executive Directors 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 DIRECTORS PROPOSED FOR APPOINTMENT

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

Dr. XIE Lebin

Dr. XIE Lebin, aged 56, is currently the vice president and a member of the party committee of Guotai Junan Securities Co., Ltd. (stock code: 2611.HK, 601211.SH), the parent company, a director of its various subsidiaries, and the board chairman of Guotai Junan Financial Holdings Limited, the controlling shareholder of the Company. Dr. XIE used to work at the investment banking department of Wanguo Securities Co., Ltd. from 1993 to 1995 and served as an executive director of the investment banking department of J&A Securities Co., Ltd from 1995 to 1999, respectively. He held various positions at Guotai Junan Securities Co., Ltd. since 1999, including as a deputy general manager of the shanghai investigation and auditing department, a deputy general manager, an executive deputy general manager and the general manager of the investigation and auditing headquarters, the deputy chief financial officer and the general manager of the planning and finance department, the chief financial officer, the chief operating officer, the chief risk officer, the president of the investment banking business unit, and the director of the executive board, respectively. Dr. XIE was a non-executive director of the Company for the period from 19 June 2017 to 14 December 2021.

Dr. XIE obtained a doctorate degree and a master's degree in Economics from the East China Normal University in Shanghai in 2010 and 1993 respectively, and a bachelor's degree in Economics from the Shanghai Fisheries University (currently known as the Shanghai Ocean University) in 1990. Dr. XIE was accredited the International Certified Internal Auditors' Certificate by the International Institute of Internal Auditors in 2009.

As at the date of this circular, the Company has not entered into any service contract with Dr. XIE. Subject to the approval by an ordinary resolution at the general meeting of the Company, the Company will enter into a service contract with Dr. XIE which will not have any specific term. Nevertheless, Dr. XIE's appointment, if approved at the general meeting of the Company, 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. Dr. XIE will not receive any director's fee or any other emolument.

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

Save as disclosed above, Dr. XIE does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Dr. XIE 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. DONG Boyang

Mr. DONG Boyang, aged 51, is currently the general manager of the planning and finance department of Guotai Junan Securities Co., Ltd. (stock code: 2611.HK, 601211.SH), the parent company, and a supervisor of its various subsidiaries, and a director of Guotai Junan Financial Holdings Limited, the controlling shareholder of the Company. Mr. DONG joined the group of Guotai Junan Securities Co., Ltd. in 1995, and held various important positions in different departments, including the audit department, risk management department, and planning and finance department, and held the position as the chief risk officer of Guotai Junan Financial Holdings Limited. Mr. DONG has over 28 years of experience in the securities industry. Mr. DONG obtained a bachelor's degree in Accounting from the Tianjin University of Finance and Economics. He is accredited the Accountant qualification by the Ministry of Human Resources and Social Security in China.

As at the date of this circular, the Company has not entered into any service contract with Mr. DONG. Subject to the approval by an ordinary resolution at the general meeting of the Company, the Company will enter into a service contract with Mr. DONG which will not have any specific term. Nevertheless, Mr. DONG's appointment, if approved at the general meeting of the Company, 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. DONG will not receive any director's fee or any other emolument.

Mr. DONG did not hold directorship in other listed public company in the last three years or any position within the Group.

Save as disclosed above, Mr. DONG 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. DONG does not have any interest in the Shares, debentures or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the appointment of each of Dr. XIE and Mr. DONG, 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



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

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 Friday, 5 July 2024 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the following resolutions, each as a separate resolution:
 - (i) to appoint Dr. XIE Lebin as a non-executive director of the Company;
 - (ii) to appoint Mr. DONG Boyang as a non-executive director of the Company; and
2. To authorize the board of directors of the Company to fix the remuneration of Dr. XIE Lebin and Mr. DONG Boyang, if any.

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

Hong Kong, 14 June 2024

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.
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; one non-executive director, being Ms. YU Xuping; and three independent non-executive directors, being Dr. FU Tingmei, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun.