THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, AUTHORIZATION TO THE DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the AGM to be held at 28/F, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 22 May 2026 at 3:00 p.m. is set out on pages AGM-1 to AGM-7 of this circular. A proxy form for use at the AGM (or any adjournment thereof) is enclosed with this circular. Such proxy form is also published at the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gtjai.com).

Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printer 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 AGM (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

29 April 2026

CONTENTS

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

"AGM"	the annual 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, 22 May 2026 at 3:00 p.m. or, any adjournment thereof
"AGM Notice"	the notice for convening the AGM as set out on pages AGM-1 to AGM-7 of this circular
"Articles of Association"	the articles of association of the Company and "Article" shall be construed accordingly
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Board Diversity Policy"	the board diversity policy of the Company
"Borrowing Mandate"	an authorization to be granted to the Directors to exercise the power of the Company to raise or borrow any sum or sums of money for the Company or its wholly-owned subsidiaries and to provide financial assistance, such as 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 as shown in the latest published financial statement of the Company from time to time
"Buy-back Mandate"	a general mandate to be granted to the Directors to exercise the powers of the Company to buy back Shares up to a maximum of 10% of the total number of Shares in issue (excluding any Treasury Shares) at the date of passing such resolution
"CCASS"	the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited
"Companies Ordinance"	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
"Company"	Guotai Junan International Holdings Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 1788.HK)
"Director(s)"	the director(s) of the Company
"Executive Director(s)"	the executive Director(s)

"Group"	the Company and its subsidiaries from time to time
"GTHT"	Guotai Haitong Securities Co., Ltd. (國泰海通證券股份有限公司) (formerly known as Guotai Junan Securities Co., Ltd. (國泰君安証券股份有限公司)), a joint stock company incorporated in the People's Republic of China with limited liability, whose A-shares are listed on the Shanghai Stock Exchange (stock code: 601211.SH) and H-shares are listed on the Main Board of the Stock Exchange (stock code: 2611.HK), and the holding company of GTHT Financial Holdings
"GTHT Financial Holdings"	Guotai Haitong Financial Holdings Limited (formerly known as Guotai Junan Financial Holdings Limited), a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of GTHT, and the controlling shareholder of the Company
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Non-executive Director(s)"	the independent non-executive Director(s)
"Last AGM"	the annual general meeting of the Company held on 22 May 2025
"Latest Practicable Date"	13 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"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
"Non-executive Director(s)"	the non-executive Director(s)
"Ordinary Resolution(s)"	the proposed ordinary resolution(s) as referred to in the AGM Notice
"Remuneration Committee"	the remuneration committee of the Board
"Risk Committee"	the risk committee of the Board
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	share(s) of the Company

"Share Issue Mandate"	a general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with (including any sale or transfer of Treasury Shares) Shares up to a maximum of 20% of the total number of Shares in issue (excluding any Treasury Shares) at the date of passing such resolution
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs
"Treasury Share(s)"	Shares repurchased and held by the Company in treasury (if any), as authorized by the laws of Hong Kong and its Articles of Association, for the purpose of the Listing Rules, including Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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:
Ms. YU Xuping
Mr. DONG Boyang
Mr. ZOU Hua

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

29 April 2026

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, AUTHORIZATION TO THE DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in connection with the proposals at the AGM to consider, among the others, (i) the re-election of retiring Directors, (ii) the grant of the Buy-back Mandate, (iii) the grant of the Share Issue Mandate and the extension of the Share Issue Mandate, (iv) the grant of the Borrowing Mandate, and to give you the AGM Notice.

2. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises eight Directors, namely Dr. YIM Fung (Chairman), and Ms. QI Haiying, being the Executive Directors, Ms. YU Xuping, Mr. DONG Boyang and Mr. ZOU Hua, being the Non-executive Directors, Dr. FU Tingmei, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun, being the Independent Non-executive Directors.

In accordance with the Articles of Association, Dr. YIM Fung, Ms. YU Xuping and Mr. LIU Chung Mun will retire by rotation at the AGM, being eligible, and have offered themselves for re-election.

In determining the proposals to re-elect Mr. LIU Chung Mun as an Independent Non-executive Director, the Nomination Committee and the Board have 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.

When considering and recommending the above retiring Directors to the Board for re-election at the AGM, the Nomination Committee has taken into account the criteria including but not limited to experience, expertise and time commitment to the Company's affairs 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, knowledge and length of service) as set out in the Board Diversity Policy. The Nomination Committee has also considered that the relevant experience of Dr. YIM Fung, Ms. YU Xuping and Mr. LIU Chung Mun in different fields contributes to the diversity of the Board. Each retiring Director had abstained from discussion and voting at the meetings of the Board and/or the Nomination Committee regarding his/her re-election proposal.

In view of the above, the Board agreed with the Nomination Committee's recommendation for re-election of Dr. YIM Fung, Ms. YU Xuping and Mr. LIU Chung Mun at the AGM.

Particulars of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions were passed at the Last AGM whereby (i) a general mandate was given to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the total number of Shares in issue on the date of passing the relevant resolution and (ii) such a general mandate was extended by adding thereto the number of Shares being bought back by the Company pursuant to the general mandate to buy back Shares granted to the Directors. Such general mandates will lapse at the conclusion of the AGM. Therefore, Ordinary Resolutions will be proposed at the AGM to (i) grant to the Directors the Share Issue Mandate and (ii) extend the Share Issue Mandate by adding thereto the number of Shares being bought back by the Company in order to allow flexibility and discretion to the Directors to allot and issue any Shares. Allotment of Shares under the Share Issue Mandate shall include any resale or transfer of Treasury Shares (if any). Details of which are set out in Ordinary Resolution Nos. 6A and 6C of the AGM Notice.

4. GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the Last AGM whereby a general mandate was given to the Directors to exercise the power of the Company to buy back Shares up to a maximum of 10% of the total number of Shares in issue on the date of passing the relevant resolution. Such general mandate will lapse at the conclusion of the AGM. Therefore, an Ordinary Resolution will be proposed at the AGM to grant to the Directors the Buy-back Mandate, details of which are set out in Ordinary Resolution No. 6B of the AGM Notice.

If the Company repurchases its Shares pursuant to the Buy-back Mandate, it may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase(s) of the Shares, (i) cancel the repurchased Shares and/or (ii) hold such repurchased Shares as Treasury Shares.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee. Any resale or transfer of Treasury Shares (if any) will be subject to the ordinary resolution in respect of the Share Issue Mandate set out in Ordinary Resolutions No. 6A and No. 6C of the AGM Notice and made in accordance with the Listing Rules and the Companies Ordinance.

An explanatory statement as required under the Listing Rules to provide Shareholders the requisite information of the Buy-back Mandate is set out in Appendix II to this circular.

5. AUTHORIZATION TO THE DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE

An ordinary resolution was passed at the Last AGM whereby an authorization was given to the Directors to exercise the power of the Company 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 as shown in the latest published financial statement of the Company. Such mandate will lapse at the conclusion of the AGM. Therefore, an Ordinary Resolution will be proposed at the AGM to grant to the Directors the Borrowing Mandate, details of the Borrowing Mandate are set out in Ordinary Resolution No. 7 of the AGM Notice.

Under the Borrowing Mandate, funding transactions to be raised by the Group through various means including, but not limited to, (i) issuing debts/debentures under the medium term note programme of the Company to professional investors (as defined in Chapter 37 of the Listing Rules and in the SFO), (ii) obtaining banking facilities, and (iii) providing financial assistance, such as guarantees, for its wholly-owned subsidiaries in respect of certain banking facilities obtained, over-the-counter transactions carried out, derivative products issued, and the related agreements entered into, by its wholly-owned subsidiaries as part of their ordinary and usual course of business. In the event any such transaction is subject to any additional requirements under any applicable laws, regulations and rules (for example, if it constitutes a connected transaction under Chapter 14A of the Listing Rules), the Company will comply with all such requirements.

For illustrative purpose only, the audited consolidated net asset value of the Group as at 31 December 2025 amounted to approximately HK$15,971 million. Any single transaction that exceeds 40% of the consolidated net asset value of the Group (which is approximately HK$6,388 million based on the audited consolidated net asset value of the Group as at 31 December 2025) will not be covered by the Borrowing Mandate and therefore require separate Shareholders' approval.

6. ANNUAL GENERAL MEETING

At the AGM, Ordinary Resolutions will be proposed to approve, among other things, the re-election of retiring Directors, the Buy-back Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the Borrowing Mandate. The AGM Notice is set out on pages AGM-1 to AGM-7 of this circular.

Pursuant to the Rule 13.39(4) of the Listing Rules, all votes by the Shareholders at the AGM 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 AGM will, therefore, demand a poll for every resolution put to the vote at the AGM 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.

7. RECOMMENDATION

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

The Directors consider that, among other things, the re-election of the retiring Directors, the granting of the Buy-back Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate and the Borrowing Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

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

The details of the Directors proposed to be re-elected at the AGM are set out below:

Dr. YIM Fung

Dr. YIM Fung, *JP*, aged 63, the Chairman since August 2012 and an Executive Director since March 2010. Dr. YIM is concurrently a member of the Risk Committee and the Nomination Committee, and a director of various subsidiaries of the Company, including Guotai Junan Securities (Vietnam) Corp. (stock code: IVS.HN). In addition, he is also a director and the general manager of GTHT Financial Holdings, the controlling shareholder of the Company, and a director of its subsidiary. He acted as the Vice-chairman and the Chief Executive Officer of the Company during the period from March 2010 to August 2012 and during the period from March 2010 to December 2021, respectively. Dr. YIM joined the Group in 1993, he has over 30 years of experience in the securities industry. Dr. YIM is a Senior Economist and holds a doctorate degree in Economics from the Graduate School of the Chinese Academy of Social Sciences and a bachelor's degree in Environmental Engineering from the Tsinghua University.

At present, Dr. Yim is a member of the 14th National Committee of the Chinese People's Political Consultative Conference, a director and vice chairman of the Hong Kong Chinese Enterprises Association, the honorary life president of Chinese Securities Association of Hong Kong Company Limited, a director and standing committee member of the Chinese General Chamber of Commerce and the life president of the Tsinghua Alumni Association of Hong Kong.

The Company has entered into a service agreement with Dr. YIM Fung for a one-year term commencing from 1 April 2026, and subject to retirement by rotation at the annual general meeting of the Company in accordance with the Articles of Association (at least once every three years). Dr. YIM is currently entitled to a basic salary of HK$4,320,000 per annum. He is also entitled to receive discretionary bonuses and other benefits as may be decided by the Remuneration Committee, having regard to his performance, duties, the Company's performance, and profitability, and the prevailing market conditions.

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

Save as disclosed above, Dr. YIM does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. YIM had beneficial interest in 68,546,955 Shares; an option to subscribe for 800,000 Shares at a subscription price of HK$2.44 per Share; an option to subscribe for 500,000 Shares at a subscription price of HK$1.72 per Share; and an option to subscribe for 1,000,000 Shares at a subscription price of HK$1.45 per Share, within the meaning of Part XV of the SFO.

Ms. YU Xuping

Ms. YU Xuping, aged 45, a Non-executive Director since 16 February 2022. Ms. YU is also a member of the Nomination Committee. Ms. YU joined GTHT, the parent company, in 2007, and held various positions in different departments, including the audit department, retail customer department, integrated management team for committee of economic affairs and treasury department. Ms. YU is currently the general manager of risk management department of GTHT. Prior to her current role, Ms. YU worked for Shanghai Mingpin Shangsha Co., Ltd. (上海名品商廈有限公司). Ms. YU has over 18 years of experience in the securities industry. Ms. YU obtained a master's degree in Business Administration from the Shanghai University of Finance and Economics. She is a member of the Chinese Institute of Certified Public Accountants and holds the Certificate of Certified Internal Auditor.

The Company has entered into a service contract with Ms. YU on 16 February 2022. Ms. YU's appointment does not have any specific term. Nevertheless, Ms. YU's appointment is subject to retirement by rotation at the annual general meeting of the Company in accordance with the Articles of Association (at least once every three years). Ms. YU does not receive any director's fee or any other emolument.

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

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

As at the Latest Practicable Date, Ms. YU does not have any interest in the Shares, debentures or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. LIU Chung Mun

Mr. LIU Chung Mun, aged 66, an Independent Non-executive Director since October 2023. Mr. LIU is currently the chairman of the Audit Committee and a member of Nomination Committee. Mr. LIU is concurrently an independent non-executive director of a subsidiary of the Company. Mr. LIU 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), Valuetronics Holdings Limited (a company listed on the Singapore Stock Exchange, stock code: BN2.SI), and an independent director of PGG Wrightson Limited (a company listed on the New Zealand's Stock Exchange, stock code: PGW.NZ). Mr. LIU was also an independent non-executive director of Cloudbreak Pharma Inc. (stock code: 2592.HK) during from 14 March 2025 to 2 October 2025.

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.

The Company has entered into an appointment letter with Mr. LIU on 10 October 2023. Mr. LIU's appointment does not have any specific term. Nevertheless, Mr. LIU's appointment is subject to retirement by rotation at the annual general meeting of the Company in accordance with the Articles of Association (at least once every three years). Mr. LIU is currently 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. He is also entitled to receive other incentives as decided by the Board 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.

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.

Save as disclosed above, there are no other matters relating to the re-election of Dr. YIM Fung, Ms. YU Xuping and Mr. LIU Chung Mun that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement as required to be sent to Shareholders under Rule 10.06(1)(b) of the Listing Rules to provide requisite information to Shareholders for their consideration of the Buy-back Mandate and also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance. Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

1. SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue comprised 9,529,944,707 Shares.

Subject to the passing of the Ordinary Resolution in relation to the Buy-back Mandate, and on the assumption that no further Shares are issued or bought back prior to the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 952,994,470 Shares, representing not more than 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing such Ordinary Resolution. If the Company repurchases Shares pursuant to the Buy-back Mandate, it may, subject to market conditions and the Company's capital management needs, (i) cancel the repurchased Shares and/or (ii) hold the repurchased Shares as Treasury Shares.

2. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to buy back Shares in the market. Such buy-back(s) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earning per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

3. FUNDING OF BUY-BACKS

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of Hong Kong. The Companies Ordinance provides that the amount of capital repaid in connection with a share buy-back may only be paid from the distributable profits of the company or from the proceeds of a new issue of shares made for the purpose of the buy-back.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position as disclosed in the audited financial statements for the year ended 31 December 2025 contained in the annual report) in the event that the powers granted pursuant to the Buy-back Mandate is exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Price	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	1.09	0.85
May	1.19	0.99
June	7.02	1.09
July	7.07	3.37
August	6.45	4.95
September	6.09	4.24
October	4.79	3.75
November	3.84	2.76
December	2.83	2.42
2026		
January	3.17	2.51
February	3.05	2.48
March	2.86	2.26
April (up to Latest Practicable Date)	3.59	2.30

5. GENERAL

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Buy-back Mandate if the Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares held by them to the Company, or have undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, by virtue of 7,044,877,066 Shares held by GTHT Financial Holdings, GTHT is deemed to be interested in these Shares, representing approximately 73.92% of the total number of Shares in issue. Save as disclosed above, to the best of knowledge and belief of the Company, no other person, together with its/his/her associates, was beneficially interested in Shares representing 10% or more of the total number of Shares in issue.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, the interest of GTHT Financial Holdings and GTHT would be increased to approximately 82.14% of the total number of Shares in issue. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs made under the Buy-back Mandate. The Directors will use their best endeavours to ensure that the Buy-back Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than the applicable prescribed minimum threshold under the Listing Rules.

6. SHARE BUY-BACKS MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") 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, 22 May 2026 at 3:00 p.m. for the following purposes:

1. To consider and receive the audited financial statements, the reports of directors of the Company (the "**Director(s)**") and the independent auditor for the year ended 31 December 2025.

2. To declare a final dividend of HK$0.020 per share of the Company for the year ended 31 December 2025.

3. To consider and approve the following resolutions, each as a separate resolution:

   (i) to re-elect Dr. YIM Fung as an executive Director;

   (ii) to re-elect Ms. YU Xuping as a non-executive Director; and

   (iii) to re-elect Mr. LIU Chung Mun as an independent non-executive Director;

4. To authorize 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.

To consider and, if thought fit, to pass with or without modifications the following Resolution Nos. 6A, 6B, 6C and 7 as Ordinary Resolutions:

ORDINARY RESOLUTIONS

6A. To grant a general mandate to the Directors to allot and issue new shares of the Company.

"**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make and grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require shares to be allotted after the expiry of the Relevant Period;

(c) the aggregate number of shares allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to or in consequence of:

(i) a Pro-rata Issue (as hereafter defined);

(ii) the exercise of rights of subscription, conversion or exchange under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into shares of the Company;

(iii) the exercise of options under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or

(iv) any scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of total number of shares of the Company in issue (excluding any treasury shares) at the date of passing of this resolution (such total number shall be subject to adjustment in case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly;

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.

“Pro-rata Issue” means an offer of shares or issue of options, warrants or other securities (including bonus issues or offers) giving the rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company); and

(e) any reference to an allotment, issue, grant or offer of, or dealing with, shares of the Company shall include a sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on the Stock Exchange (as hereafter defined) and all applicable laws and regulations.”

6B. To grant a general mandate to the Directors to buy back shares of the Company.

"**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), or on any other stock exchange on which the securities of the Company may be listed and is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares) at the date of passing of this resolution (such total number shall be subject to adjustment in case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting."

6C. To extend the general mandate to the Directors to allot and issue new shares of the Company.

"**THAT**:

conditional upon the passing of Resolution Nos. 6A and 6B above, the general mandate granted to the Directors to exercise the power of the Company to allot, issue and deal with additional shares in the Company pursuant to Resolution No. 6A be and is hereby extended by the addition thereto the total number of shares of the Company being bought back by the Company under the authority granted pursuant to Resolution No. 6B, provided that such extended number of shares shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares) at the date of passing of this resolution (such total number shall be subject to adjustment in case of any conversion of all or any of the shares in the Company into larger or smaller number of shares after the passing of this resolution)."

7. To authorize the Directors to borrow and provide guarantees.

"**THAT**:

(a) subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the directors of the Company be and are hereby authorized for the purpose of Article 66A(b) of the articles of association of the Company to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to raise or borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide financial assistance, such as 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 as shown in the latest published financial statements of the Company; and

(b) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting."

8. To transact any other ordinary business.

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

Hong Kong, 29 April 2026

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

Notes:

1. At the AGM, the chairman of the AGM 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 AGM 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 AGM, 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 AGM 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 AGM or any adjournment thereof.

5. The register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, for ascertaining shareholders' right to attend and vote at the AGM. During this period, no transfer of shares will be registered. In order to be entitled to attend the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 18 May 2026. The record date for ascertaining shareholders' right to attend and vote at the AGM is Friday, 22 May 2026.

6. The register of members of the Company will be closed on Friday, 29 May 2026 for ascertaining shareholders' entitlement to the final dividend (subject to the approval of the final dividend by shareholders of the Company at the AGM). No transfer of shares will be registered on that day. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 28 May 2026. The record date for determining shareholders' entitlement to the final dividend is Friday, 29 May 2026.

7. If a tropical cyclone warning signal no. 8 or above is hoisted, a black rainstorm warning signal or "extreme conditions" announced by the Hong Kong Government is/are in force at any time between 12:00 p.m. and 3:00 p.m. on the day of the AGM, the AGM 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 AGM 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 AGM under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the board of the Directors of the Company comprises two executive Directors, being Dr. YIM Fung (Chairman) and Ms. QI Haiying; three non-executive Directors, being Ms. YU Xuping, Mr. DONG Boyang and Mr. ZOU Hua; and three independent non-executive Directors, being Dr. FU Tingmei, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun.