GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

White Form of Proxy for the Extraordinary General Meeting ("EGM") to be held on Monday, November 30, 2026 (or any adjournment thereof)

I/We, *(Note 1)* _____ of _____

_____ being the registered holder(s) of *(Note 3)* _____ shares in Guotai Junan International Holdings Limited (the "**Company**") hereby appoint the ***Chair of the EGM** or *(Note 4)* _____ of _____

as my/our proxy to attend and to act for me/us and on my/our behalf as directed below at the EGM (or any adjournment thereof) to be held at Chatham room, Level 7, Conrad Hotel, 88 Queensway, Admiralty, Hong Kong on Monday, November 30, 2026 at 10:30 a.m. (Hong Kong time) (or, if later, immediately after the conclusion, postponement or adjournment of the meeting of the holders of Scheme Shares convened at the direction of the High Court of the Hong Kong Special Administrative Region for the same day and place) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution as set out in the Notice of EGM dated November 6, 2026 (the "**Notice of EGM**") and at the EGM (or any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below, and if no such indication is given, as my/our proxy thinks fit:

Special Resolution	**Please "✓" *(Note 4)***	
	FOR	**AGAINST**
"**THAT**: (A) the scheme of arrangement dated November 6, 2026 (the "**Scheme**") between the Company and the Scheme Shareholders (as defined in the Scheme) as at the Scheme Record Date (as defined in the Scheme), in the form of the print contained in the scheme document dated November 6, 2026 (the "**Scheme Document**"), which has been produced to the EGM and for the purpose of identification signed by the Chair of the EGM, with any modification of or addition to it, or any condition, as may be approved or imposed by the High Court, be and is hereby approved; (B) for the purpose of giving effect to the Scheme, on the date on which the Scheme becomes binding and effective in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**Effective Date**"): (i) the issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares in issue on the Scheme Record Date; (ii) subject to and forthwith upon such reduction of capital taking effect, the issued share capital of the Company be restored to its former amount by the creation of such number of new shares in the capital of the Company (the "**Shares**") as is equal to the number of Scheme Shares cancelled and extinguished; and (iii) the Company shall apply the reserve created in its books of account as a result of the said reduction of capital in paying up in full the Shares to be created as aforesaid, and such new Shares shall be allotted and issued, credited as fully paid, to Guotai Haitong Financial Holdings Limited (the "**Offeror**"), and the directors of the Company be and are hereby unconditionally authorised to allot and issue the same accordingly; (C) the listing of the Shares on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") be withdrawn, subject to the Scheme taking effect; and (D) the directors of the Company be and are hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation): (i) the making of an application to the Hong Kong Stock Exchange for the withdrawal of the listing of the Shares on the Hong Kong Stock Exchange, subject to the Scheme taking effect; (ii) the reduction of capital referred to above; (iii) the allotment and issue of the Shares referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the High Court may see fit to impose and to do all other acts and things and/or sign such documents as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the proposal for the privatisation of the Company by the Offeror by way of the Scheme as a whole."		

* *Delete where appropriate*

Date: _____ Contact number: _____ Signature(s) *(Notes 6-9)*: _____

Notes:

1. Full name(s) and address(es) of the Shareholders should be inserted in **BLOCK CAPITALS** in the space provided. The names of all joint holders should be stated. If more than one proxy is appointed, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
2. The full wording of the resolution to be proposed at the EGM is set out in the Notice of EGM. Unless otherwise defined in this form or the context otherwise requires, terms defined in the Notice of EGM shall have the same meanings when used in this form. The full text of the Notice of EGM and the Scheme, and a copy of an explanatory statement explaining the effect of the Scheme are set out in the composite scheme document of the Company dated November 6, 2026 published by Guotai Haitong Financial Holdings Limited and the Company.
3. Please insert the number of Shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the Shares registered in your name(s).
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PUT A TICK (✓) IN THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PUT A TICK (✓) IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to put a tick (✓) in either box, or putting a tick in both boxes will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will be entitled to vote or abstain at his/her discretion on any resolution properly put to the EGM other than those referred to in the Notice of EGM. A shareholder may appoint one (or if such shareholder is a holder of two or more shares) one or more proxies to attend, speak and vote on his/her behalf at the EGM (or at any adjournment thereof) 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 any proxy other than the Chair of the EGM is preferred, strike out the words "the Chair of the EGM or" and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. A proxy need not be a member of the Company. **IF NO NAME IS INSERTED, THE CHAIR OF THE EGM WILL ACT AS THE PROXY**. Any alteration made to this form must be initialed by the person who signs it.
5. This completed and signed form should be returned to 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 **not later than 10:30 a.m. on Thursday, November 26, 2026** or not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for any adjourned EGM (as the case may be). Forms of proxy sent electronically or by any other data transmission process will not be accepted.
6. The proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, this form must be executed either under its common seal (if any) or under the hand of an attorney or officer duly authorised on its behalf and to the satisfaction of the directors of the Company.
7. In the case of joint holders, the vote of the most senior holder who or whose proxy tenders a vote at the EGM, whether in person or by proxy, shall be accepted to the exclusion of the votes tendered by any other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share(s).
8. If this form is signed by an attorney of a Shareholder, this completed form together with the power of attorney or other authority under which it is signed, or a notarially certified copy thereof, must be delivered to the Company's Share Registrar.
9. Completion and return of this form will not preclude you from attending and voting at the EGM or at any adjourned meeting thereof if you subsequently so wish. In the event that you attend and vote at the EGM or at any adjourned meeting thereof after having lodged this form, this form shall be deemed to be revoked.

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 will include your and your proxy's name, address, email address and/or contact number. The Personal Data provided in this form will be used in connection with processing your appointment of proxy at the EGM and your instructions as stated in this form. Your supply of the Personal Data to the Company and/or its Share Registrar is on a voluntary basis. The Personal Data will be disclosed or transferred to the Share Registrar's agents, contractors or third-party service providers of the Company who/which offers administrative, telecommunications, computer, payment or other data processing services to the Share Registrar in connection with the operation of their business for any of the above stated purposes. The Company and its Share Registrar may also transfer the Personal Data if it is required to do so under law or by law enforcement agencies or regulatory authorities. The Personal Data collected in this form will be retained for such period as may be necessary for any of the above purpose(s) and its directly related purposes such as for our verification, notification and record purposes. By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You and your proxy have the right to request access to and/or correction of the Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing to the Hong Kong Privacy Officer of the Company's Share Registrar by post or by email to PrivacyOfficer@computershare.com.hk.