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GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1788)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Guotai Junan International Holdings Limited (the "**Company**") pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to (i) the joint announcement dated August 7, 2026 jointly issued by Guotai Haitong Financial Holdings Limited (the "**Offeror**") and the Company in relation to, among other matters, (a) the pre-conditional proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 673 of the Companies Ordinance (the "**Proposal**"); and (b) the proposed withdrawal of listing of the shares of the Company; and (ii) the composite scheme document dated November 6, 2026 jointly issued by the Offeror and the Company in relation to the Proposal (the "**Scheme Document**"). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board announces that, on November 23, 2026, 100,000 Share Options granted under the Share Option Scheme had lapsed pursuant to the terms and conditions of the Share Option Scheme.

Following the aforementioned lapse of the Share Options, as at the date of this announcement, other than the 9,529,944,707 Shares in issue and 4,750,000 outstanding Share Options, the Company has no outstanding options, warrants, derivatives, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry a right to subscribe for or which are convertible into Shares.

DEALING DISCLOSURE

Associates of the Offeror and the Company (as defined in the Takeovers Code, including shareholders holding 5% or more of any class of relevant securities (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code) of any of the Company) are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code during the offer period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

"Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than $1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

WARNINGS: Shareholders, Share Option Holders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the satisfaction or waiver (where applicable) of the Conditions, and thus the Proposal (including the Scheme and the Share Option Offer) may or may not be implemented, and the Scheme may or may not become effective. Shareholders, Share Option Holders, and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the Board
Guotai Junan International Holdings Limited
Dr. YIM Fung
Director

November 24, 2026

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.