
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.

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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, 19 November 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.

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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, 19 November 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”	28 October 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 Directors:

Ms. YU Xuping
Dr. XIE Lebin
Mr. DONG Boyang

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

1 November 2024

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 28 October 2024 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. HAN Zhida as a non-executive Director pursuant to article 66A(f) of the Articles of Association.

LETTER FROM THE BOARD

When considering and recommending the proposed appointment of Mr. HAN Zhida as a 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 Diversity Policy. The Nomination Committee has considered that the relevant experience of Mr. HAN Zhida 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 Mr. HAN Zhida as a non-executive Director to the EGM. Biographical details of Mr. HAN Zhida 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 Mr. HAN Zhida as a non-executive Director and to authorise the Board to fix his 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 Mr. HAN Zhida as a 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

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

Mr. HAN Zhida

Mr. HAN Zhida, aged 41, is currently the vice president of Guotai Junan Securities Co., Ltd. (stock code: 2611.HK, 601211.SH), the parent company, a director of Guotai Junan Financial Holdings Limited, the controlling shareholder of the Company, and the chairman of the board and the chairman of the executive committee of Guotai Junan Innovation Investment Co., Ltd., a fellow subsidiary of the Company. Mr. HAN joined Guotai Junan Securities Co., Ltd. in 2005 and held various important positions in different departments, including fixed income securities headquarter, acquisition and merger headquarter, merger and acquisition financing department, the investment banking department I (Beijing), the strategic development department-digital transformation office and the policy research institute, as well as a deputy chairman of the board and the general manager of Guotai Junan Zhengyu Investment Co., Ltd., a fellow subsidiary of the Company. Mr. HAN obtained a master degree in management from the Beijing University.

As at the date of this circular, the Company has not entered into any service contract with Mr. HAN. 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. HAN which will not have any specific term. Nevertheless, Mr. HAN'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. HAN will not receive any director's fee or any other emolument.

Mr. HAN 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. HAN 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. HAN 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 Mr. HAN, 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, 19 November 2024 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. HAN Zhida as a non-executive director of the Company; and
2. To authorize the board of directors of the Company to fix the remuneration of Mr. HAN Zhida, if any.

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

Hong Kong, 1 November 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 stands 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, 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 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 Ms. YU Xuping, Dr. XIE Lebin and Mr. DONG Boyang; and three independent non-executive directors, being Dr. FU Tingmei, Professor CHAN Ka Keung Ceajer and Mr. LIU Chung Mun.