

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated Friday, 25 June 2010 (the “Prospectus”) issued by Guotai Junan International Holdings Limited (the “Company”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

The information contained in this announcement does not constitute an offer of securities for sale in the United States. Securities may not be offered, sold or delivered within the United States unless they are registered under the United States Securities Act of 1933, as amended, or are exempt from registration. No public offering of securities will be made in the United States.

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

The Joint Lead Managers (acting on behalf of the Hong Kong Underwriters) or Guotai Junan Securities shall have the sole and absolute right by notice to our Company to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the date on which our Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange (which is currently expected to be Thursday, 8 July 2010).



GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED

國泰君安國際控股有限公司

(incorporated in Hong Kong with limited liability)

GLOBAL OFFERING

- Number of Offer Shares : 410,000,000 Shares (subject to the Over-allotment Option)**
- Number of Hong Kong Offer Shares : 41,000,000 New Shares (subject to adjustment)**
- Number of International Placing Shares : 369,000,000 New Shares (subject to adjustment and the Over-allotment Option)**
- Maximum Offer Price : HK\$5.63 per Offer Share (payable in full in Hong Kong dollars on application plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% and subject to refund)**
- Nominal value : HK\$0.10 per Share**
- Stock code : 1788**

Joint Sponsors



Joint Global Coordinators



Joint Bookrunners



Joint Lead Managers (in alphabetical order)



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Hong Kong Public Offering and International Placing. Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Thursday, 8 July 2010. The Shares will be traded in board lots of 1,000 Shares each. Subject to the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus on the Main Board of the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or such other date as may be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second business day thereafter.

The Offer Price will not be more than HK\$5.63 per Offer Share and it is expected to be not less than HK\$3.88 per Offer Share.

The Global Offering comprises of the Hong Kong Public Offering of initially 41,000,000 Offer Shares (subject to adjustment), representing approximately 10% of the total number of Offer Shares initially being offered in the Global Offering, and the International Placing of initially 369,000,000 Offer Shares (subject to adjustment and the Over-allotment Option), representing approximately 90% of the total number of the Offer Shares initially being offered in the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing is subject to adjustment as stated in the paragraph headed “Clawback Mechanism” under the section headed “Structure of the Global Offering” in the Prospectus. For allocation purposes only, the total number of the Hong Kong Offer Shares available under the Hong Kong Public Offering (after taking into account any reallocation in the number of Offer Shares allocated between the Hong Kong Public Offering and the International Placing and after deducting 4,100,000 Reserved Shares available to the Eligible Employees using **PINK** Application Forms) is to be divided into two pools: pool A and pool B. The Hong Kong Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for Hong Kong Offer Shares with an aggregate subscription price of HK\$5 million or less (excluding the brokerage, the SFC transaction levy and the Stock Exchange trading fee payable). The Hong Kong Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for Shares with an aggregate subscription price of more than HK\$5 million and up to the total value of pool B (excluding the brokerage, the SFC transaction levy and the Stock Exchange trading fee payable). Applicants should be aware that applications in pool A and in pool B may receive different allocation ratios. If the Hong Kong Offer Shares in one (but not both) of the pools are

undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that pool and be allocated accordingly. Applicants can only receive an allocation of the Hong Kong Offer Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications and any application for more than 18,450,000 Hong Kong Offer Shares will be rejected. Only one application on a **WHITE** or **YELLOW** Application Form or by way of giving **electronic application instructions** to HKSCC or the White Form eIPO Service Provider via the **White Form eIPO** service may be made for the benefit of any person. Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the application submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application have not indicated an interest for or taken up and will not indicate an interest for or take up any Offer Shares under the International Placing, and such application will be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be).

Applications for the Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish to be allotted the Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Friday, 25 June 2010 until 12:00 noon on Wednesday, 30 June 2010 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or (ii) give **electronic application instructions** to HKSCC via CCASS. Applicants who are Eligible Employees and wish their applications to be given preferential consideration under the Employee Preferential Offer should use **PINK** Application Forms.

Applicants who apply on **WHITE** Application Forms for 1,000,000 or more Hong Kong Offer Shares and have indicated in their applications that they wish to collect share certificates (where applicable) and refund cheques (where applicable) in person from the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, may collect share certificates (where applicable) and refund cheques (where applicable) in person from 9:00 a.m. to 1:00

p.m. on Wednesday, 7 July 2010, or such other place and date as notified by the Company in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) as well as on the Company's website at www.gtja.com.hk and the website of the Stock Exchange at www.hkexnews.hk as the place and date of dispatch/collection of share certificates/ e-Refund payment instructions/refund cheques. Identification and (where applicable) authorization documents acceptable to Computershare Hong Kong Investor Services Limited must be produced at the time of collection. Uncollected refund cheque(s) (where applicable) and/or share certificate(s) (where applicable) will be dispatched after the time specified for the collection on the date of dispatch by ordinary post to the addresses as specified by the applicants at their own risk.

Applicants who apply on **YELLOW** Application Forms for 1,000,000 or more Hong Kong Offer Shares and have indicated in their application forms that they wish to collect refund cheques in person may collect their refund cheques (if any) but may not elect to collect their share certificates, which will be deposited into CCASS for credit to their designated CCASS Participant's stock account or CCASS Investor Participant stock accounts, as appropriate. The procedure for collection of refund cheques for applicants who apply on **YELLOW** Application Forms for the Hong Kong Offer Shares is the same as that for **WHITE** Application Form applicants. Instead of using **YELLOW** Application Forms, applicants may electronically instruct HKSCC to cause HKSCC Nominees to apply for the Hong Kong Offer Shares on their behalf via CCASS. Any Hong Kong Offer Shares allocated to such applicants will be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or their designated CCASS Participant's stock account as instructed by the applicants.

Applicants who apply on **White Form eIPO** service applications for 1,000,000 or more Hong Kong Public Offer Shares and wish to collect share certificates in person from the Company's Hong Kong Share Registrar, may collect share certificates in person from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in person from 9:00 a.m. to 1:00 p.m. on Wednesday, 7 July 2010, or such other date as notified by the Company in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) as well as on the Company's website at www.gtja.com.hk and the website of the Stock Exchange at www.hkexnews.hk as the date of dispatch/collection of share certificate/e-Refund payment instructions/refund cheques. Identification and (where applicable) authorization documents acceptable to Computershare Hong Kong Investor Services Limited must be produced at the time of collection.

If an application is wholly or partially unsuccessful, the Company will refund the appropriate portion of the application monies, including the related brokerage of 1%, SFC transaction levy of 0.004% and the Stock Exchange trading fee of 0.005% without interest. If the Offer Price as finally determined is less than HK\$5.63 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon) paid on application, the Company will refund the surplus application monies together with the related brokerage of 1%, SFC transaction levy of 0.004% and the Stock Exchange trading fee of 0.005%, without interest. For applicants using **WHITE** or **YELLOW** Application Forms, refund cheques will be crossed “Account payee only” in favour of the applicant (or, in the case of joint applicants, to the first-named applicant) on the terms set out under “Refund of Application Monies” on the Application Form and the section headed “How to Apply for the Hong Kong Offer Shares — VI. Refund of Application Monies” in the Prospectus.

If applicants apply through the **White Form eIPO** service by paying the application monies through a single bank account and such application is wholly or partially unsuccessful and/or the final Offer Price being different from the Offer Price initially paid on applicant’s application, e-Refund payment instructions (if any) will be dispatched to such applicant’s application payment bank account on Wednesday, 7 July 2010. If applicants apply through the **White Form eIPO** service by paying the application monies through multiple bank accounts and such application is wholly or partially unsuccessful and/or the final Offer Price is different from the Offer Price initially paid on such application, refund cheque(s) will be sent to the address specified in such applicant’s application instructions to the designated White Form eIPO Service Provider on Wednesday, 7 July 2010, or such other date as notified by the Company on the Company’s website at www.gtja.com.hk and the website of the Stock Exchange at www.hkexnews.hk, by ordinary post and at applicant’s own risk.

Share certificate(s) and/or refund cheque(s) (if any) for applications made on **PINK** Application Forms by Eligible Employees will be sent to the Company on the applicants’ behalf on the date of dispatch and the Company will arrange for onward dispatch to them at the address specified in their Application Forms or as otherwise notified by them to the Company. Any dispatch to the applicants will be by ordinary post and at their own risk.

Copies of the Prospectus and the **PINK** Application Form will be available for collection at the Company’s registered address at 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong. **PINK** Application Forms completed in all respects in accordance with the instructions printed thereon, together

with payment attached, must be lodged at the Company's registered office at 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong (if such Eligible Employees are employed in Hong Kong) by 12:00 noon on Tuesday, 29 June 2010 (Hong Kong time).

In relation to applicants who apply for less than 1,000,000 Hong Kong Offer Shares, or applicants who have applied for 1,000,000 or more Hong Kong Offer Shares but have not elected to collect their (where relevant) refund cheque(s) and/or (where applicable) share certificate(s) in person, their refund cheque(s) (where applicable) and/or share certificate(s) (where applicable) will be sent by ordinary post at the applicants' own risk to the addresses specified in the **WHITE** or **YELLOW** Application Forms or in electronic application instructions under **White Form eIPO**.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 25 June 2010, until 12:00 noon on Wednesday, 30 June 2010 at:

1. **Guotai Junan Capital Limited**
27th Floor, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong; or
2. **BOCOM International (Asia) Limited**
9th Floor
Man Yee Building
68 Des Voeux Road Central
Hong Kong; or
3. **Guotai Junan Securities (Hong Kong) Limited**
27th Floor, Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong
4. **ICBC International Capital Limited**
Levels 17&18
Three Pacific Place
1 Queen's Road East
Hong Kong
5. **The Hongkong and Shanghai Banking Corporation Limited**
Level 15, HSBC Main Building
1 Queen's Road Central
Hong Kong

6. **UBS AG, Hong Kong Branch**
52nd Floor, Two International Finance Centre
8 Finance Street, Central
Hong Kong
7. **Mizuho Securities Asia Limited**
12th Floor, Chater House
8 Connaught Road Central
Hong Kong
8. **Oriental Patron Securities Limited**
Suite 2701-3 & 2705-8, 27/F
Two Exchange Square
8 Connaught Place
Central
Hong Kong
9. **Daiwa Capital Markets Hong Kong Limited**
Level 26, One Pacific Place
88 Queensway
Hong Kong
10. **Ever-Long Securities Company Limited**
18/F., Dah Sing Life Building
99-105 Des Voeux Road Central
Hong Kong
11. **Polaris Securities (Hong Kong) Limited**
Room 1003-4, 10/F
Tower 1, Admiralty Centre
18 Harcourt Road
Hong Kong

12. any of the following branches of:

(i) **Bank of China (Hong Kong) Limited**

District	Branch Name	Address
Hong Kong Island:	Bank of China Tower Branch	3/F, 1 Garden Road
	King's Road Branch	131-133 King's Road, North Point

District	Branch Name	Address
Kowloon:	Kwun Tong Branch	20-24 Yue Man Square, Kwun Tong
	Mong Kok Branch	589 Nathan Road, Mong Kok
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road
New Territories:	Kau Yuk Road Branch	18-24 Kau Yuk Road, Yuen Long

(ii) Standard Chartered Bank (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island:	Hennessy Road Branch	399 Hennessy Road, Wanchai
Kowloon:	68 Nathan Road Branch	Basement, Shop B1, G/F Golden Crown Court, 66-70 Nathan Road, Tsimshatsui
New Territories:	New Town Plaza Branch	Shop 215 to 223, Phase 1, New Town Plaza, Shatin

(iii) The Bank of East Asia, Limited

District	Branch Name	Address
Hong Kong Island:	Main Branch	10 Des Voeux Road Central, HK
Kowloon:	Mongkok North Branch	G/F, Kalok Building, 720-722 Nathan Road, Mongkok
New Territories:	Tsuen Wan Branch	239-243 Sha Tsui Road

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "Bank of China (Hong Kong) Nominees Limited — GTJAI Public Offer" should be securely stapled and should be deposited in any of the special collection boxes provided at any of the branches referred to above on the following dates during the following times:

Friday, 25 June 2010 — 9:00 a.m. to 5:00 p.m
Saturday, 26 June 2010 — 9:00 a.m. to 1:00 p.m
Monday, 28 June 2010 — 9:00 a.m. to 5:00 p.m
Tuesday, 29 June 2010 — 9:00 a.m. to 5:00 p.m.
Wednesday, 30 June 2010 — 9:00 a.m. to 12:00 noon

Applicants applying by **White Form eIPO** may submit their applications to the White Form eIPO Service Provider through the designated website **www.eipo.com.hk** from 9:00 a.m. on Friday, 25 June 2010 until 11:30 a.m. on Wednesday, 30 June 2010 or such later time as described in the paragraph headed "Effect of bad weather on the opening of the application lists" in the section headed "How to Apply for the Hong Kong Offer Shares" in the Prospectus (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 30 June 2010, the last application day. Applicants will not be permitted to submit applications to the White Form eIPO Service Provider after 11:30 a.m. on the last application day. If you have already submitted your application and obtained a payment reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last application day, when the application lists close.

The Company expects to publish the announcement on the Offer Price, the level of indication of interest in the International Placing, the basis of allotment and the results of applications under the Hong Kong Public Offering on Wednesday, 7 July 2010, in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Company's website at www.gtja.com.hk and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations of the Hong Kong Public Offering, and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) will be made available at the times and date and in the manner specified in the section headed "How to Apply for the Hong Kong Offer Shares — Publication of results".

Investors can also apply for the Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC as follows:

1. CCASS Investor Participants may give **electronic application instructions** to HKSCC through the CCASS Phone System by calling (852) 2979 7888 or through the CCASS Internet System (<https://ip.ccass.com>) (using the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC may also input **electronic application instructions** for CCASS Investor Participants on their behalf if they go to the Customer Service Centre of HKSCC at 2/F Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong and complete an input request form. Prospectuses are also available for collection at the Customer Service Centre of HKSCC; and
2. Those who are not CCASS Investor Participants may instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give **electronic application instructions** to HKSCC via CCASS terminals to apply for the Hong Kong Offer Shares on their behalf.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Friday, 25 June 2010 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 26 June 2010 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, 28 June 2010 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, 29 June 2010 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 30 June 2010 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

- (1) These times may be subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 25 June 2010 until 12:00 noon on Wednesday, 30 June 2010 (24 hours daily, except on the last application day).

The application lists will open from 11:45 a.m. to 12:00 noon on Wednesday, 30 June 2010 (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal being in force as described in the section headed “How to Apply for the Hong Kong Offer Shares — Effect of bad weather on the opening of the application lists” of the Prospectus).

Subject to the terms and conditions set out in the Prospectus and the Application Forms, applications under the **WHITE** and **YELLOW** Application Forms or **electronic application instructions** to HKSCC must be received by no later than 12:00 noon on Wednesday, 30 June 2010 (or if the application lists are not open on that day, then by 12:00 noon on the next Business Day the lists are open).

If applicants apply for the Hong Kong Offer Shares using a **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC and their application is wholly or partially successful, their share certificates will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to their CCASS Investor Participant stock account or the stock account of any designated CCASS Participant giving **electronic application instructions** on their behalf or as instructed by them in their **YELLOW** Application Form at the close of business on Wednesday, 7 July 2010 or in the event of a contingency, on any other date as shall be determined by HKSCC or HKSCC Nominees. If applicants are applying through a designated CCASS Participant (other than a CCASS Investor Participant), they can check the number of Hong Kong Offer Shares allocated to them (and the amount of refund money payable to them if they have instructed a CCASS Clearing/Custodian Participant to give **electronic application instructions** on their behalf) with that CCASS Participant. If applicants are applying as a CCASS Investor Participant, they should check the announcement published by the Company on Wednesday, 7 July 2010 (for CCASS Investor Participants applying by giving **electronic application instructions** to HKSCC, they can also check the application results via the CCASS Phone System and CCASS Internet System) and report any discrepancies to HKSCC before 5:00 p.m. on Wednesday, 7 July 2010 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares to their account, they can also check their new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC will also make available to them an activity statement showing the number of Hong Kong Offer Shares credited to their CCASS Investor Participant stock account and (if they are applying by giving **electronic application instructions** to HKSCC) the amount of refund money (if any) credited to their designated bank account.

The Offer Price is expected to be determined by an agreement amongst Guotai Junan Securities, the Joint Lead Managers (acting on behalf of the Underwriters) and the Company on or before the Price Determination Date, when market demand for the Offer Shares will be determined. The Price Determination Date is expected to be on or around Wednesday, 30 June 2010 and in any event, no later than Tuesday, 6 July

2010. Investors applying for the Hong Kong Offer Shares under the Hong Kong Public Offering must pay, on application, the maximum Offer Price of HK\$5.63 for each Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.004%, and the Stock Exchange trading fee of 0.005%. The Joint Lead Managers (acting on behalf of the Underwriters), may, with the consent of the Company, reduce the number of Offer Shares and/or indicative offer price range stated in the Prospectus (which is HK\$3.88 to HK\$5.63 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such event, notices of the reduction in the number of Offer Shares and/or the indicative offer price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the Company's website at www.gtja.com.hk and the website of the Stock Exchange at www.hkexnews.hk not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. **If applications have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or indicative offer price range is so reduced after such applications have been submitted, such applications cannot be subsequently withdrawn.** Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, 8 July 2010 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination" of the Prospectus has not been exercised. **If the Joint Lead Managers (on behalf of the Underwriters) and the Company are unable to reach agreement on the Offer Price at or before 5:00 p.m. on Tuesday, 6 July 2010, the Global Offering will not proceed and will lapse immediately.**

The Global Offering is conditional on the conditions as stated in the section headed "Structure of the Global Offering — Conditions of the Global Offering" of the Prospectus. If the conditions are not fulfilled or waived prior to the times and dates specified in the Prospectus, the Global Offering will thereby lapse and all application monies, together with the brokerage, the SFC transaction levy and the Stock Exchange trading fee received from applicants under the Global Offering will be returned to the applicants, without interest, on the terms set out in the section headed "How to Apply for the Hong Kong Offer Shares — VI. Refund of Application Monies" of the Prospectus.

The Company will not issue temporary documents of title. No receipt will be issued for application monies received.

Dealings in the Offer Shares on the Stock Exchange are expected to commence on Thursday, 8 July 2010.

By Order of the Board of Directors
Guotai Junan International Holdings Limited
Chen Geng
Chairman

Hong Kong, Friday, 25 June 2010

As at the date of this announcement, our executive Directors are Dr. Yim Fung, Mr. Li Guangjie, Mr. Wong Tung Ching and Mr. Li Sang Edward, our non-executive Director is Dr. Chen Geng and our independent non-executive Directors are Mr. Tsang Yiu Keung, Dr. Song Ming and Dr. Fu Tingmei.