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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 of Guotai Junan International Holdings Limited (the “**Company**”) will be held at 28/F., Low Block, Grand Millennium Plaza, No.181 Queen’s Road Central, Hong Kong on Thursday, 19 April 2012 at 2:30 p.m. for the following purposes:

1. To receive and approve the audited financial statements and reports of the board of directors of the Company (“**Board**”) and the independent auditor for the year ended 31 December 2011.
2. To declare a final dividend of HK\$0.06 per share for the year ended 31 December 2011.
3. To re-elect directors and to authorize the board of directors (“**Directors**”) to fix their remuneration.
4. To re-appoint Ernst & Young as the auditor of the Company and its subsidiaries for the year ended 31 December 2012 and to authorize the Directors to fix their remuneration.
5. And as special business, to consider and, if thought fit, pass with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

A. “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 in the capital of the Company, and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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 Rights Issue (as hereafter defined);
 - (ii) an issue of shares of the Company upon the exercise of conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) the exercise of any option 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;
 - (iv) an issue of shares of the Company as 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 pursuant to the Articles of Association of the Company from time to time

shall not exceed 20% of the aggregate nominal amount of the ordinary share capital of the Company in issue at the date of passing of this Resolution and this approval shall be limited accordingly; and

- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the date of 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 the Companies Ordinance (Cap 32) to be held; or

- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members on a fixed record date in proportion to their then 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 of obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant period shall not exceed 10% of the aggregate nominal amount of the shares capital of the Company in issue at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose 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 the Companies Ordinance (Cap.32) to be held; or
 - (iii) the date upon which the authority set out in this Resolution is revoked, varied or renewed by way of ordinary resolution of the shareholders in general meeting.”

- C. “THAT** conditional upon the passing of Resolutions 5A and 5B above, the general mandate granted to the Directors to allot, issue and deal with unissued shares pursuant to Resolution 5A be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company

repurchased by the Company under the authority granted pursuant to Resolution 5B, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this Resolution 5C.”

6. To transact any other ordinary business.

By order of the Board
Guotai Junan International Holdings Limited
LI Sang Edward
Company Secretary

Hong Kong, 15 March 2012

Registered Office:

27/F Low Block
Grand Millennium Plaza
No. 181 Queen’s Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. 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 meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Friday, 13 April 2012 to Thursday, 19 April 2012, both days inclusive, for ascertaining shareholders’ right to attend and vote at the annual general meeting. During this period, no transfer of shares will be registered. In order to be entitled to attend the annual general meeting, 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, 12 April 2012.
4. The register of members of the Company will be closed on Thursday, 26 April 2012 for ascertaining shareholders’ entitlement to the proposed final dividend. No transfer of shares will be registered on that day. In order to qualify for the proposed final dividend to be approved at

the annual general meeting, 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 Wednesday, 25 April 2012.

5. With reference to Resolution 5B above, an explanatory statement containing the information relating to the repurchase of shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, will be dispatched to shareholders.

As at the date of this notice, the Board comprises one non-executive director, Dr. CHEN Geng (Chairman); four executive directors, being Dr. YIM Fung (Vice Chairman and CEO), Mr. LI Guangjie, Mr. LI Sang Edward and Mr. WONG Tung Ching; and three independent non-executive directors, being Dr. FU Tingmei, Dr. SONG Ming and Mr. TSANG Yiu Keung.