



## **GUOTAI JUNAN INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1788)**

### **Procedures for Shareholders to propose a person for election as a Director**

Any shareholder of Guotai Junan International Holdings Limited (the “**Company**”) who wishes to propose a person (other than a retiring director of the Company (“**Director**”) and other than the shareholder himself/herself) for election as Director (“**Candidate**”) at a general meeting of the Company, should

1. deposit a written notice of such proposal at the Company’s registered office at 27/F., Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong for the attention of the Company Secretary, signed by the shareholder who should be qualified to attend and vote at the general meeting;
2. provide a biographical detail of the Candidate as set out in Rule 13.51(2)(a)-(x) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
3. provide a written consent signed by the Candidate indicating his/her willingness to be elected and to the publication of his/her personal data.

Unless otherwise determined by the Directors and notified by the Company to the shareholders, the period for lodgment of the above documents will commence on the day after the despatch of the notice of the relevant meeting and end on the date falling seven (7) days after the despatch. If the notice is received less than 15 days prior to the general meeting, the Company will need to consider the adjournment of the meeting in order to allow Shareholders 14 days' notice of the proposal.

Hong Kong, 29 March 2012

*The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.*