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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Haitong UniTrust International Leasing Co., Ltd., you should at once hand this circular and the accompanying form of proxy and reply slip, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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海通恆信國際租賃股份有限公司

Haitong UniTrust International Leasing Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1905)

**ELECTION OF NON-EXECUTIVE DIRECTORS
2019 INTERIM PROFIT DISTRIBUTION PLAN
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Haitong UniTrust International Leasing Co., Ltd. will convene the EGM at 2:00 p.m. on Monday, November 11, 2019 at Haitong Securities Building, 689 Guangdong Road, Shanghai, the PRC. The notice of the EGM is set out on pages 10 to 12 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong) for H Shareholders, or to the Company's Registered Office (10th Floor, Henderson Metropolitan, No. 300 Nanjing East Road, Huangpu District, Shanghai, the PRC) for Domestic Shareholders, in any event served by hand or by post not less than 24 hours before the time designated for holding 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.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the enclosed reply slip to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's Registered Office (for Domestic Shareholders) on or before October 22, 2019 (Tuesday).

Unless otherwise specified, the dates and time contained in this circular are in Hong Kong time.

September 26, 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions have the following meanings:

“Articles of Association”	the articles of association of Haitong UniTrust International Leasing Co., Ltd., as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	Haitong UniTrust International Leasing Co., Ltd. (海通恆信國際租賃股份有限公司), a company incorporated in the PRC in July 2004 and converted into a joint stock limited company on May 27, 2017, the H shares of which are listed on the Stock Exchange with stock code 1905
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in RMB and held by a Chinese natural person or an entity established in accordance with the laws of the PRC
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting to be convened by the Company at 2:00 p.m. on Monday, November 11, 2019 at Haitong Securities Building, 689 Guangdong Road, Shanghai, the PRC
“H Share(s)”	overseas listed foreign shares in the share capital of our Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“HKD” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)” or “Ordinary Share(s)”	the Domestic Share(s) and H Share(s) of the Company
“Shareholder(s)” or “Ordinary Shareholder(s)”	holder(s) of Shares of the Company
“%”	per cent

LETTER FROM THE BOARD OF DIRECTORS



海通恆信國際租賃股份有限公司

Haitong UniTrust International Leasing Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1905)

Board of Directors:

Executive Directors:

Mr. DING Xueqing

Ms. ZHOU Jianli

Non-executive Directors:

Mr. REN Peng (Chairman of the Board)

Mr. WU Shukun

Mr. ZHANG Shaohua

Independent Non-executive Directors:

Mr. JIANG Yulin

Mr. YO Shin

Mr. ZENG Qingsheng

Mr. WU Yat Wai

Registered Office and Principal Place of Business in the PRC:

10th Floor, Henderson Metropolitan

No. 300 Nanjing East Road

Huangpu District

Shanghai,

the PRC

Principal Place of Business in Hong Kong:

40th Floor, Sunlight Tower

248 Queen's Road East

Wanchai

Hong Kong

September 26, 2019

To the Shareholders,

**ELECTION OF NON-EXECUTIVE DIRECTORS
2019 INTERIM PROFIT DISTRIBUTION PLAN
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND**

NOTICE OF EXTRAORDINARY GENERAL MEETING

I. Introduction

On behalf of the Board, I invite you to attend the EGM to be convened at 2:00 p.m. on Monday, November 11, 2019 at Haitong Securities Building, 689 Guangdong Road, Shanghai, the PRC.

The purpose of this circular is to provide you with the notice of the EGM and all reasonably necessary information, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

II. Matters to be considered at the EGM

Ordinary resolutions will be proposed at the EGM to approve (1) election of Ms. Ha Erman ("Ms. Ha") as a Non-executive Director of the Company; (2) election of Mr. Li Chuan ("Mr. Li") as a Non-executive Director of the Company; and (3) 2019 Interim Profit Distribution Plan.

A special resolution will be proposed at the EGM to approve the proposed amendment to the Articles of Association.

LETTER FROM THE BOARD OF DIRECTORS

Ordinary resolutions:

Reference is made to the announcement dated August 30, 2019 of the Company, in relation to the nomination of Directors. In order to further enhance corporate governance and benefit from the extensive experience of the candidates in corporate governance, financial management, finance and economics, the Board proposed to appoint Ms. Ha and Mr. Li as Non-executive Directors, which is subject to the consideration and approval at the EGM. The Nomination Committee of the Board of Directors has approved the proposed nomination of Ms. Ha and Mr. Li as Non-executive Directors.

1. Election of Ms. Ha Erman as a Non-executive Director

Ms. Ha Erman (哈爾曼), aged 44, served as a non-executive director of China Pacific Insurance (Group) Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 601601) and the Hong Kong Stock Exchange (stock code: 02601)) from June 2014 to June 2017; a non-executive director of Shanghai Jinqiao Export Processing Zone Development Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 600639)) from June 2015 to June 2016; the chairman of the board of directors of Shanghai Guosheng (Group) Estate Holding Co., Ltd. from October 2016 to December 2017. Ms. Ha has acted as a director of Shanghai Rural Commercial Bank since February 2017 and chairman of the board of directors of Guosheng Overseas Holdings (Hong Kong) Limited since December 2018.

Ms. Ha served as an assistant to the head of the Foreign Economic Commission of Xuhui District of Shanghai from October 2007 to April 2008; the deputy head of the Hunan Road Office of Xuhui District of Shanghai from April 2008 to March 2012; the deputy head of the Commission of Commerce of Xuhui District of Shanghai from March 2012 to August 2013; the head of Grain Bureau of Xuhui District of Shanghai from December 2012 to August 2013; the vice chairman of the board of directors of Shanghai State-owned Assets Management Co., Ltd. from August 2013 to April 2015; the chairman of the board of directors of Shanghai International Group Assets Management Co., Ltd. from April 2015 to May 2016. She has acted as the vice president of Shanghai Guosheng (Group) Co., Ltd. since May 2016.

Ms. Ha obtained a bachelor's degree in science of industrial foreign trade and a master's degree in public administration from Shanghai Jiao Tong University in July 1998 and March 2005, respectively.

Ms. Ha will enter into a service contract with the Company upon her appointment being approved by the Shareholders at the EGM. The term of office of Ms. Ha shall commence from the date of approval at the EGM of the Company and expire upon the expiry of the first session of the Board, which is May 23, 2020. According to the Articles of Association, Ms. Ha may seek re-election after the expiration of the term of office.

Ms. Ha, as a Non-executive Director of the Company, will not receive remuneration from the Company.

LETTER FROM THE BOARD OF DIRECTORS

As far as the Directors of the Company are aware and save as disclosed in this circular, Ms. Ha did not hold any directorship in other public companies the securities of which are listed on any securities market in the PRC, Hong Kong or overseas in the past three years, nor does she have any other relationship with any Director, Supervisor, senior management or substantial shareholder or controlling shareholder of the Company, nor does she hold other positions in the Company or any of its subsidiaries. As of the date of this circular and to the knowledge and belief of the Directors of the Company, Ms. Ha does not have any interests in the Shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Ms. Ha that shall be disclosed pursuant to the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matters that need to be brought to the attention of the Shareholders of the Company.

The resolution was considered and approved at the meeting of the Board of the Company held on August 30, 2019 and is hereby proposed to the EGM for consideration and approval.

2. Election of Mr. Li Chuan as a Non-executive Director

Mr. Li Chuan (李川), aged 37, has been a director of Shen Rong International Asset Management Co., Ltd. since October 2018, and a director of Shanghai Electric Insurance Limited since January 2019.

Mr. Li held various positions in the turbine factory of Shanghai Electric Power Generation Equipment Co., Ltd. from April 2008 to February 2014, including a staff of the financial department from April 2008 to June 2011, an assistant to the manager of the financial department from June 2011 to December 2013, and the deputy manager of the financial department from December 2013 to February 2014. Mr. Li was the manager of the assets and financial department of Shanghai Heavy Machinery Plant Co., Ltd. from February 2014 to October 2015, the deputy general manager of Shanghai Electric Heavy Machinery Casting Forging Co., Ltd. from October 2015 to May 2018 and the deputy general manager and chief financial officer of Shanghai Electric Hongkong Co. Limited since May 2018.

Mr. Li obtained a bachelor's degree in energy and power engineering and a master's degree in management science and engineering (industrial engineering) from Shanghai Jiao Tong University in June 2005 and March 2008, respectively. Mr. Li was qualified as a senior economist by Shanghai Municipal Human Resources and Social Security Bureau in February 2017.

Mr. Li will enter into a service contract with the Company upon his appointment being approved by the Shareholders at the EGM. The term of office of Mr. Li shall commence from the date of approval at the EGM of the Company and expire upon the expiry of the first session of the Board, which is May 23, 2020. According to the Articles of Association, Mr. Li may seek re-election after the expiration of the term of office.

Mr. Li, as a Non-executive Director of the Company, will not receive remuneration from the Company.

LETTER FROM THE BOARD OF DIRECTORS

As far as the Directors of the Company are aware and save as disclosed in this circular, Mr. Li did not hold any directorship in other public companies the securities of which are listed on any securities market in the PRC, Hong Kong or overseas in the past three years, nor does he have any other relationship with any Director, Supervisor, senior management or substantial shareholder or controlling shareholder of the Company, nor does he hold other positions in the Company or any of its subsidiaries. As of the date of this circular and to the knowledge and belief of the Directors of the Company, Mr. Li does not have any interests in the Shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Li that shall be disclosed pursuant to the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matters that need to be brought to the attention of the Shareholders of the Company.

The resolution was considered and approved at the meeting of the Board of the Company held on August 30, 2019 and is hereby proposed to the EGM for consideration and approval.

3. 2019 Interim Profit Distribution Plan

Pursuant to relevant laws, regulatory requirements and the Articles of Association, the Company formulated the following 2019 interim profit distribution plan (the “**2019 Interim Profit Distribution Plan**”):

Based on the total share capital of 8,235,300,000 Shares as at June 30, 2019, cash dividends of RMB0.05 per Share (tax inclusive) will be distributed, amounting to RMB411,765,000.00 (tax inclusive) in aggregate. After the cash dividend distribution, retained profits of the Company of RMB2,001,997,383.74 will be carried forward to the following year.

The 2019 interim dividend of the Company is expected to be paid on or before Friday, December 20, 2019, subject to the consideration and approval by the EGM of the 2019 Interim Profit Distribution Plan. According to the Articles of Association, the proposed 2019 interim dividends will be paid to the holders of Domestic Shares and holders of H Shares in RMB and Hong Kong Dollars, respectively. The actual distribution amount in Hong Kong Dollars shall be determined with reference to the average mid-price of exchange rate between RMB and Hong Kong Dollars announced by the People’s Bank of China one week immediately prior to the date of the EGM.

LETTER FROM THE BOARD OF DIRECTORS

Once the 2019 Interim Profit Distribution Plan is approved at the EGM, the 2019 interim dividend will be paid to the Shareholders whose names appear on the share register of the Company on Thursday, November 21, 2019. For the purpose of determining the entitlement of Shareholders to receive the 2019 interim dividend, the register of members of the Company will be closed from Saturday, November 16, 2019 (inclusive) to Thursday, November 21, 2019 (inclusive). In order to qualify for receiving the 2019 interim dividend, H Shareholders and Domestic Shareholders should ensure all transfer documents, accompanied by the relevant Share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and to the Company's registered office at 10th Floor, Henderson Metropolitan, No. 300 Nanjing East Road, Huangpu District, Shanghai, the PRC, respectively, before 4:30 p.m. on Friday, November 15, 2019.

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the **"Receiving Agent"**) in Hong Kong which will receive the 2019 interim dividends declared by the Company on behalf of the H Shareholders. The 2019 interim dividend of the H Shareholders will be paid by the Receiving Agent and the dividend warrants will be posted by the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to all the H Shareholders at the risk of the H Shareholders on or before Friday, December 20, 2019.

Taxes

Tax for H Shareholders

Pursuant to the Notice of Certain Issues on the Policies of Individual Income Tax by the Ministry of Finance and the State Taxation Administration (Cai Shui Zi [1994] No.020) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)), overseas individuals are for the time being exempt from the individual income tax of the PRC for the dividends and bonuses from foreign-invested enterprises. As the Company is a foreign-invested enterprise, overseas individual shareholders who are interested in the H Shares of the Company and whose names appeared in the register of holders of H Shares of the Company at the time of distribution of dividends of the Company shall not be subject to individual income tax of the PRC. Pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to Holders of H Shares Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897)(《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), a PRC resident enterprise, when distributing dividends for 2008 and for the years afterwards to holders of H Shares who are overseas non-resident enterprises, shall be subject to the enterprise income tax withheld at a uniform rate of 10%.

Domestic Shareholders Investing through Shenzhen-Hong Kong Stock Connect

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (「關於 — 深港股票市場交易互聯互通機制試點有關稅收政策的通知」(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the H share companies shall apply to China Securities Depository and Clearing Corporation Limited (**"CSDC"**) for the provision of a register of domestic individual investors from CSDC to the H share companies, based on which the H share companies shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic individual investors from investing in non-H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, CSDC shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. Individual investors who have paid the withholding tax abroad may apply for a tax credit with the competent tax authorities under CSDC with a valid tax deduction certificate.

LETTER FROM THE BOARD OF DIRECTORS

Dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect shall be subject to the individual income tax as mentioned above.

Dividends received by domestic enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect shall be included in their total income and shall be subject to the enterprise income tax. Dividends received by domestic resident enterprises which have been holding the H shares continuously for no less than 12 months shall be exempted from the enterprise income tax according to law. H share companies listed on the Hong Kong Stock Exchange shall apply to CSDC for the provision of a register of domestic enterprise investors from CSDC to the H share companies, based on which the H share companies will not withhold and pay the income tax on behalf of the domestic enterprise investors in respect of the dividend received and those domestic enterprise investors shall report and pay the relevant tax themselves. When domestic enterprise investors report their enterprise income tax, they may apply for a tax credit for any income tax withheld and paid by non-H share companies listed on the Hong Kong Stock Exchange in respect of the dividends received according to law.

The 2019 Interim Profit Distribution Plan was considered and approved by the Board of Directors on August 30, 2019 and is hereby proposed to the EGM for Shareholders' consideration and approval.

Special resolution:

4. *Proposed Amendment to the Articles of Association*

Given the proposed appointment of new Non-executive Directors as detailed above, the Board recommends making corresponding amendment to the Articles of Association.

Details of the amendment to the Articles of the Association are as follows:

Current Article	Amended Article
<p>Article 95 The Company shall have a board of directors which shall consist of nine (9) directors, not less than half (1/2) of whom shall be external directors and four (4) of whom shall be independent directors.</p> <p>The board of directors shall have one (1) chairman, who shall be elected and removed by a majority of all of the directors. The term of office of the chairman shall be three (3) years and may be renewable upon re-election.</p> <p>In accordance with the requirements under the laws, administrative regulations or the relevant regulatory authorities, or the needs of the Company, the board of directors may establish special committees.</p>	<p>Article 95 The Company shall have a board of directors which shall consist of nine (9) to nineteen (19) directors, not less than half (1/2) of whom shall be external directors and not less than one-third (1/3) of whom shall be independent directors.</p> <p>The board of directors shall have one (1) chairman, who shall be elected and removed by a majority of all of the directors. The term of office of the chairman shall be three (3) years and may be renewable upon re-election.</p> <p>In accordance with the requirements under the laws, administrative regulations or the relevant regulatory authorities, or the needs of the Company, the board of directors may establish special committees.</p>

LETTER FROM THE BOARD OF DIRECTORS

Save for the above amendment, other articles of the Articles of Association will remain unchanged. The proposed amendment to the Articles of Association is subject to the approval of the Shareholders at the EGM, and it is proposed at the EGM to authorize the Board and the Board to then authorize the management of the Company to handle relevant approval, filing and registration with relevant regulatory authorities in respect of the amendment to the Articles of Association and to make wording adjustments and amendments to the Articles of Association according to the opinions of the relevant regulatory authorities.

The proposed amendment to the Articles of Association was considered and approved by the Board of Directors on August 30, 2019 and is hereby proposed to the EGM for Shareholders' consideration and approval.

III. The EGM

Enclosed are the proxy form and reply slip for the EGM.

If you intend to appoint a proxy to attend the EGM, you are required to complete the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong) for H Shareholders, or to the Company's Registered Office (10th Floor, Henderson Metropolitan, No. 300 Nanjing East Road, Huangpu District, Shanghai, the PRC) for Domestic Shareholders in any event not less than 24 hours before the time designated for holding the EGM or any adjournment thereof in person or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the enclosed reply slip and return the same to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's Registered Office (for Domestic Shareholders) on or before Tuesday, October 22, 2019.

For the purpose of determining the entitlement of Shareholders to attend the EGM, the register of members of the Company will be closed from Saturday, October 12, 2019 (inclusive) to Monday, November 11, 2019 (inclusive). To attend the EGM, the Shareholders shall, before 4:30 p.m. on Friday, October 11, 2019, submit the share transfer documents and the relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's Registered Office, at 10th Floor, Henderson Metropolitan, No. 300 Nanjing East Road, Huangpu District, Shanghai, the PRC for Domestic Shareholders.

IV. Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting 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. As such, all resolutions proposed at the EGM will be voted by poll.

LETTER FROM THE BOARD OF DIRECTORS

V. Recommendations

The Board of Directors considers that all resolutions to be proposed at the EGM are in the interests of the Company and its Shareholders as a whole. As such, the Board of Directors recommends you to vote in favor of all resolutions proposed at the EGM.

Yours faithfully,
By order of the Board of Directors
Haitong UniTrust International Leasing Co., Ltd.
REN Peng
Chairman

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



海通恆信國際租賃股份有限公司

Haitong UniTrust International Leasing Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1905)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Haitong UniTrust International Leasing Co., Ltd. (the “Company”) will be held at 2:00 p.m. on Monday, November 11, 2019 at (Haitong Securities Building, 689 Guangdong Road, Shanghai, the PRC) to deal with the following matters:

ORDINARY RESOLUTIONS

1. To elect Ms. Ha Erman as a Non-executive Director of the Company;
2. To elect Mr. Li Chuan as a Non-executive Director of the Company; and
3. To consider and approve the 2019 Interim Profit Distribution Plan.

SPECIAL RESOLUTION

4. To consider and approve the proposed amendment to the Articles of Association.

Details of the above resolutions are set out in the circular of the EGM of the Company dated September 26, 2019. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular.

By order of the Board of Directors

Haitong UniTrust International Leasing Co., Ltd.

REN Peng

Chairman

Shanghai, the PRC
September 26, 2019

As at the date of this notice, the Board of Directors of the Company comprises Mr. DING Xueqing and Ms. ZHOU Jianli as Executive Directors; Mr. REN Peng, Mr. WU Shukun and Mr. ZHANG Shaohua as Non-executive Directors; Mr. JIANG Yulin, Mr. YO Shin, Mr. ZENG Qingsheng and Mr. WU Yat Wai as Independent Non-executive Directors.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting 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. As such, all resolutions proposed at the EGM will be voted by poll. After the EGM, relevant voting results will be published on the website of the Company (www.utfinancing.com) as well as the disclosure website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).
2. A Shareholder entitled to attend and vote at the EGM announced to be convened herein is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a Shareholder of the Company.
3. The proxy form together with notarized authorization letters of signatories or other authorization documents (if any) shall be invalid unless they are filled out and returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Registered Office of the Company (for Domestic Shareholders) not less than 24 hours before the time designated for holding the EGM or any adjournment thereof. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
4. For the purpose of determining the entitlement of Shareholders to attend the EGM, the register of members of the Company will be closed from Saturday, October 12, 2019 (inclusive) to Monday, November 11, 2019 (inclusive). To attend the EGM, the Shareholders shall, before 4:30 p.m. on Friday, October 11, 2019, submit the share transfer documents and the relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's Registered Office, at 10th Floor, Henderson Metropolitan, No. 300 Nanjing East Road, Huangpu District, Shanghai, the PRC for Domestic Shareholders.
5. For joint holders, only the one whose name stands first in the register of members shall be entitled to attend the EGM and vote in respect thereof.
6. Shareholders who intend to attend the EGM in person or by proxy shall submit the reply slip for EGM in person or by mail to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Registered Office of the Company (for Domestic Shareholders) on or before Tuesday, October 22, 2019.
7. Shareholders or their proxies shall present their identity documents when attending the EGM:
 - (1) Corporate shareholders' legal representatives attending the meeting shall present their valid personal identification, valid documents that can prove their identities as legal representatives and documents proving their shareholder identities; where legal representatives authorize others to attend the meeting, in addition to the aforesaid documents, the proxies shall also present their valid personal identification and the written authorization letters lawfully issued by the legal representatives (including authorizing others to sign). Where corporate shareholders authorize others to attend the meeting, the proxies shall present their valid personal identification, the authorization resolution of the board of directors of corporate shareholders or other decision-making bodies and documents proving shareholder identities.
 - (2) Natural person shareholders attending the meeting in person shall present their valid personal identification and documents proving their shareholder identities; proxies attending the meeting shall present their valid personal identification, the authorization letters from the shareholders and documents proving their shareholder identities.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

8. If the EGM considers and approves the 2019 Interim Profit Distribution Plan, the Company is expected to distribute 2019 interim dividends to Domestic Shareholders and H Shareholders on or before Friday, December 20, 2019. The 2019 interim dividend will be paid to the Shareholders whose names appear on the share register of the Company on Thursday, November 21, 2019. For the purpose of determining the entitlement of Shareholders to receive the 2019 interim dividend, the register of members of the Company will be closed from Saturday, November 16, 2019 (inclusive) to Thursday, November 21, 2019 (inclusive). In order to qualify for receiving the 2019 interim dividend, H Shareholders and Domestic Shareholders should ensure all transfer documents, accompanied by the relevant Share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and to the Company's registered office at 10th Floor, Henderson Metropolitan, No. 300 Nanjing East Road, Huangpu District, Shanghai, the PRC, respectively, before 4:30 p.m. on Friday, November 15, 2019.
9. The EGM is expected to last for not more than half a day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.
10. The address of Computershare Hong Kong Investor Services Limited is 17M/F and Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
11. The address of the Company's Registered Office is 10th Floor, Henderson Metropolitan, No. 300 Nanjing East Road, Huangpu District, Shanghai, the PRC.

Tel.: 86-21-61355388

Fax: 86-21-61355380
12. Unless otherwise specified, the dates and time contained in this notice are in Hong Kong time.