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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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)**

**2019 REPORT OF THE BOARD  
2019 REPORT OF THE BOARD OF SUPERVISORS  
2019 ANNUAL REPORT**

**2019 PROFIT DISTRIBUTION PLAN  
RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2020  
ELECTION OF NEW SESSION OF THE BOARD  
AND THE BOARD OF SUPERVISORS**

**GENERAL MANDATE IN RELATION TO EXTERNAL GUARANTEES  
GRANT OF GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Haitong UniTrust International Leasing Co., Ltd. will convene the AGM at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC on Friday, May 15, 2020 at 2:00 p.m.. The notice of the AGM is set out on pages 33 to 36 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM 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 AGM, 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof.

If you intend to attend the AGM 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 Friday, April 24, 2020.

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

March 31, 2020

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## DEFINITIONS

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

“2019 Annual Report”	the annual report of the Company for the financial year ended December 31, 2019
“AGM” or “Annual General Meeting”	the annual general meeting to be convened by the Company at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC on Friday, May 15, 2020 at 2:00 p.m.
“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
“Board of Supervisors”	the board of Supervisors 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 Hong Kong Stock Exchange on June 3, 2019 with stock code 1905
“Company Law”	the Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“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
“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)

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## DEFINITIONS

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“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
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent

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## LETTER FROM THE BOARD OF DIRECTORS

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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)

**Board of Directors:**

*Executive Directors:*

Mr. DING Xueqing

Ms. ZHOU Jianli

*Non-executive Directors:*

Mr. REN Peng (Chairman of the Board)

Ms. HA Erman

Mr. LI Chuan

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:**

10th Floor, Henderson Metropolitan

No. 300 Nanjing East Road

Huangpu District

Shanghai

the PRC

**Headquarters and Principal Place of**

**Business in the PRC:**

Haitong Unitrust Tower

No. 599 South Zhongshan 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

March 31, 2020

*To the Shareholders,*

**2019 REPORT OF THE BOARD  
2019 REPORT OF THE BOARD OF SUPERVISORS  
2019 ANNUAL REPORT**

**2019 PROFIT DISTRIBUTION PLAN  
RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2020  
ELECTION OF NEW SESSION OF THE BOARD  
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AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD OF DIRECTORS

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### I. Introduction

On behalf of the Board, I invite you to attend the AGM to be convened at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC on Friday, May 15, 2020 at 2:00 p.m..

The purpose of this circular is to provide you with the notice of the AGM 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 AGM.

### II. Matters to be considered at the AGM

Ordinary resolutions will be proposed at the AGM to approve (1) the report of the Board for the year 2019 (the “**2019 Report of the Board**”); (2) the report of the Board of Supervisors for the year 2019 (the “**2019 Report of the Board of Supervisors**”); (3) the 2019 Annual Report; (4) the profit distribution plan for the year 2019 (the “**2019 Profit Distribution Plan**”); (5) the re-appointment of auditor for the year 2020; (6) the proposal regarding the election of new session of the Board; and (7) the proposal regarding the election of new session of the Board of Supervisors.

Special resolutions will be proposed to approve (8) the proposal regarding the grant of general mandate in relation to the external guarantees; and (9) the proposal regarding the grant of general mandate to issue Shares.

Pursuant to the relevant regulatory requirements, the Articles of Association and the Independent Director Work Rules, the report of the independent non-executive Directors for the year 2019 (the “**2019 Report of the Independent Non-executive Directors**”) is a matter to be reported to the Annual General Meeting but not subject to Shareholders’ approval. For details of the 2019 Report of the Independent Non-executive Directors, please refer to “Appendix V — 2019 Report of the Independent Non-executive Directors”.

#### Ordinary resolutions:

##### 1. 2019 Report of the Board

An ordinary resolution will be proposed at the AGM to consider and approve the 2019 Report of the Board. Details of the aforesaid 2019 Report of the Board are set out in Appendix I to this circular.

##### 2. 2019 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2019 Report of the Board of Supervisors. Details of the aforesaid 2019 Report of the Board of Supervisors are set out in Appendix II to this circular.

##### 3. 2019 Annual Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2019 Annual Report dispatched to the Shareholders.

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## LETTER FROM THE BOARD OF DIRECTORS

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### 4. 2019 Profit Distribution Plan

Pursuant to relevant laws, regulatory requirements and the Articles of Association, the Company formulated the following 2019 Profit Distribution Plan:

Based on the total share capital of 8,235,300,000 Shares as at December 31, 2019, cash dividends of RMB0.44 per 10 Share (tax inclusive) will be distributed, amounting to RMB362,353,200.00 (tax inclusive) in aggregate. After the cash dividend distribution, retained profits of the Company of RMB2,060,876,820.12 will be carried forward to the following year.

The 2019 annual dividend of the Company is expected to be paid on or before Thursday, July 30, 2020, subject to the consideration and approval by the AGM of the 2019 Profit Distribution Plan. According to the Articles of Association, the proposed 2019 annual dividend 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 AGM.

Once the 2019 Profit Distribution Plan is approved at the AGM, the 2019 annual dividend will be paid to the Shareholders whose names appear on the share register of the Company on Tuesday, June 2, 2020. For the purpose of determining the entitlement of Shareholders to receive the 2019 annual dividend, the register of members of the Company will be closed from Thursday, May 28, 2020 (inclusive) to Tuesday, June 2, 2020 (inclusive). In order to qualify for receiving the 2019 annual 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 Wednesday, May 27, 2020.

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## LETTER FROM THE BOARD OF DIRECTORS

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### *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 Nonresident 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 of the Ministry of Finance, the State Administration of Taxation, the China Securities Regulatory Commission on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、證監會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.

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.



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## LETTER FROM THE BOARD OF DIRECTORS

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The 2019 Profit Distribution Plan was considered and approved by the Board on March 26, 2020 and is hereby proposed to the AGM for Shareholders' consideration and approval.

### 5. Election of New Session of the Board

The Board has approved the following matters and proposed for Shareholders' consideration at the AGM:

- (a) To re-elect Mr. Ren Peng as a non-executive Director of the second session of the Board;
- (b) To re-elect Mr. Ding Xueqing as an executive Director of the second session of the Board;
- (c) To re-elect Ms. Ha Erman as a non-executive Director of the second session of the Board;
- (d) To re-elect Mr. Li Chuan as a non-executive Director of the second session of the Board;
- (e) To re-elect Ms. Zhou Jianli as an executive Director of the second session of the Board;
- (f) To re-elect Mr. Wu Shukun as a non-executive Director of the second session of the Board;
- (g) To re-elect Mr. Zhang Shaohua as a non-executive Director of the second session of the Board;
- (h) To re-elect Mr. Jiang Yulin as an independent non-executive Director of the second session of the Board;
- (i) To appoint Mr. Yao Feng as an independent non-executive Director of the second session of the Board;
- (j) To re-elect Mr. Yo Shin as an independent non-executive Director of the second session of the Board;
- (k) To re-elect Mr. Zeng Qingsheng as an independent non-executive Director of the second session of the Board;
- (l) To re-elect Mr. Wu Yat Wai as an independent non-executive Director of the second session of the Board; and
- (m) To appoint Mr. Yan Lixin as an independent non-executive Director of the second session of the Board.

The re-elected Directors will continue to perform their duties from May 15, 2020, the commencement date of the second session of the Board, upon the approval by the AGM. The newly appointed Directors, Mr. Yao Feng and Mr. Yan Lixin will begin to perform their duties from May 15, 2020, the commencement date of the second session of the Board, upon the approval by the AGM. The term of office of the above Directors will be three years. The biographical details of the above named Directors are set out in Appendix III to this circular.

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## LETTER FROM THE BOARD OF DIRECTORS

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As of the date of this circular, the Company had not entered into services contracts with the candidates for Directors in relation to the appointment of the second session of the Board. The remuneration of executive Directors of the Company will be determined in accordance with the administrative measures for remuneration and appraisal incentives of senior management of the Company. The non-executive Directors of the Company will not receive any remuneration from the Company. The remuneration of independent non-executive Directors of the Company will be determined in accordance with the Proposal regarding Remuneration of Independent Directors of the Company.

Pursuant to the Rules of Procedure for the Nomination Committee under the Board of Directors of the Company, the Board Diversity Policy of the Company and the relevant applicable rules, the factors required to be considered by the nomination committee of the Company (the “**Nomination Committee**”) in making recommendations to the Board on the election of new session of Directors (including independent non-executive Directors) include, but are not limited to, skills, knowledge, experience, gender, age, culture, ethnic and educational background.

In consideration of the candidates for the proposed independent non-executive Directors, namely Mr. Jiang Yulin, Mr. Yao Feng, Mr. Yo Shin, Mr. Zeng Qingsheng, Mr. Wu Yat Wai and Mr. Yan Lixin, the Nomination Committee has assessed their independence in accordance with the independence criteria set out in Rule 3.13 of the Listing Rules, and is of the view that all of them are independent.

As further detailed in the biographies of the proposed independent non-executive Directors set out in Appendix III to this circular, each of them has a strong and diverse educational background and extensive experience in, and in particular, in-depth knowledge of law and compliance, financial management, auditing and accounting, corporate governance, finance, economics, which the Nomination Committee has assessed and believes would enable such proposed independent non-executive Directors to bring their own perspective, skills and experience to the Board. Therefore, the Nomination Committee is of the view that the proposed independent non-executive Directors can contribute to the diversity of the Board and are capable to provide the Board with independent, balanced and objective opinion and judgement to the Company’s affairs.

The aforesaid resolutions were considered and approved by the Board on March 26, 2020 and are hereby proposed at the AGM for consideration and approval.

### **6. Election of New Session of the Board of Supervisors**

The Board of Supervisors has approved the appointment of Ms. Zhou Tao as a shareholder representative Supervisor of the second session of the Board of Supervisors and proposed it for Shareholders’ consideration at the Shareholders’ general meeting.

The newly appointed Supervisor, Ms. Zhou Tao, will begin to perform her duty from May 15, 2020, the commencement date of the second session of the Board of Supervisors, upon the approval by the AGM. Her term of office will be three years. Her biographical details are set out in Appendix IV to this circular.

The aforesaid resolution was considered and approved by the Board of Supervisors on March 26, 2020 and is hereby proposed at the AGM for consideration and approval.

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## LETTER FROM THE BOARD OF DIRECTORS

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Save as the above-mentioned proposed Supervisor, the second session of the Board of Supervisors will have two employee representative Supervisors. The employee representative Supervisors of the second session of the Board of Supervisors shall be elected democratically by the employee congress of the Company and is not subject to the Shareholders' approval. The Company will hold a meeting of the employee congress, and the relevant election results will be announced in due course.

### **7. Re-appointment of Auditor for the Year 2020**

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Deloitte Touche Tohmatsu as the external auditor of the Company for the year 2020 for a term until the conclusion of the next annual general meeting of the Company. It is also proposed that the Shareholders authorise the Board at the AGM and that the Board further delegate the management to determine the remuneration of the auditor.

### **Special resolutions:**

### **8. General Mandate in relation to External Guarantees**

Pursuant to the requirements of the relevant laws and regulations including the Company Law and the Articles of Association, in order to improve the efficiency of daily operation and management of the Company, it is proposed that the Board be approved at the AGM to decide on the provision of guarantees by the Company and its subsidiaries for the subsidiaries of the Company directly or indirectly controlled by the Company with an asset-liability ratio of over 70% for the purpose of credit enhancement, and that the Board further approve within the above guarantee limit that the management of the Company decides on the matters regarding guarantees within the following limit (including but not limited to deciding on the methods for external guarantees, entering into specific guarantee agreements and timely performing information disclosure obligations in accordance with the relevant laws and regulations): (1) any single guarantee with an amount not exceeding 5% of the latest audited net assets of the Company; (2) any external guarantee provided by the Company with a total amount not exceeding 20% of the latest audited total assets of the Company; (3) any external guarantee provided by the Company and its subsidiaries with a total amount not exceeding 30% of the latest audited net assets of the Company and such subsidiaries.

If any of the guarantees above is subject to the approval of the Board or at the Shareholders' general meeting in accordance with the requirements of the Listing Rules and the Articles of Association regarding the approval of external guarantees, the relevant approval procedures shall be performed in accordance with the relevant requirements.

The mandate above shall be effective for 12 months from the date of approval at the AGM.

The aforesaid resolution was considered and approved by the Board on March 26, 2020 and is hereby proposed at the AGM for consideration and approval.

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## LETTER FROM THE BOARD OF DIRECTORS

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### 9. General Mandate to Issue Shares

A special resolution will be proposed at the AGM to approve the general mandate to issue new Domestic Shares and H Shares of the Company. In order to meet the business development needs of the Company, to reduce its financing costs and to grasp the favourable opportunities in the market, the Board will, in accordance with the applicable laws, regulations, other regulatory documents and capital market practices, propose the following at the AGM for consideration and approval:

#### (1) General Mandate to Issue Shares

- (i) Subject to the conditions set out in (ii) below, a resolution will be proposed at the AGM to authorize the Board and that the Board further delegate the Chairman and his authorized person(s) to issue Shares (H Shares and/or Domestic Shares) during the relevant period (as defined below).
- (ii) The numbers of H Shares and Domestic Shares authorized to be issued under the approval shall not exceed 20% of the total numbers of H Shares and Domestic Shares in issue of the Company as at the date of this resolution being approved at the AGM, respectively.
- (iii) For the purpose of this resolution:

“relevant period” means the period from the date of the passing of this special resolution until whichever is the earlier of:

- 1. the date of expiry of 12 months after the passing of this resolution;
- 2. the conclusion of the next annual general meeting after the passing of this resolution (unless otherwise being extended by the passing of a special resolution at that meeting (whether or not with conditions being attached), such mandate will be lapsed); or
- 3. the date on which such mandate granted under this resolution is revoked or amended by a special resolution at the general meeting of the Company.

#### (2) Related Authorization

In order to meet the business development needs of the Company, to reduce its financing costs and to grasp the favourable opportunities in the market, it is proposed at the AGM to grant the Board and that the Board further delegate the Chairman and his authorized person(s) the general mandate to issue Shares, to deal with all matters related to the general mandate to issue Shares at their sole discretion, which include but are not limited to:

- (i) to determine the detailed issuance proposal, including but not limited to:
  - 1. the class and numbers of the Shares proposed to be issued;
  - 2. pricing method and/or issue price (including the range of pricing);
  - 3. the first and last date of the issuance;

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## LETTER FROM THE BOARD OF DIRECTORS

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4. the class and numbers of the new Shares proposed to be issued to existing Shareholders; and/or
  5. the making or granting of offers, agreements, options, convertible rights or other rights which might require the exercise of such powers.
- (ii) the number of the Domestic Shares or H Shares (excluding the shares issued by way of the conversion of surplus reserve into share capital) to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board or the Chairman and his authorized person(s) separately or simultaneously in accordance with the general mandate above shall not exceed 20% of the number of the Domestic Shares and/or H Shares of such class in issue of the Company at the time when this resolution is passed at the AGM of the Company.
- (iii) where the Board or the Chairman and his authorized person(s) have, during the relevant period, decided to allot, issue and deal with the Domestic Shares and/or H Shares, and the Company also has, during the relevant period, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, the Board or the Chairman and his authorized person(s) may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal of such shares.
- (iv) to authorize the Board or the Chairman and his authorized person(s) to obtain an approval from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws (including but not limited to the Company Law, the Listing Rules, etc.) to exercise the general mandate.
- (v) to authorize the Board or the Chairman and his authorized person(s) to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment, issuance and disposal of any new shares under the general mandate, handle the necessary procedures and take other necessary actions.
- (vi) to authorize the Board or the Chairman and his authorized person(s) to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association in accordance with the way, type and number of the allotment and issuance of new shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new shares.

If under the prevailing rules of regulatory authorities, even if the aforesaid general mandate has been obtained, the issue of such shares by the Company is still subject to the approval at the Shareholders' general meeting, the relevant procedures shall be completed in accordance with such regulatory requirements.

The aforesaid resolution was considered and approved by the Board on March 26, 2020 and is hereby proposed at the AGM for consideration and approval.

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## LETTER FROM THE BOARD OF DIRECTORS

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### III. The AGM

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

If you intend to appoint a proxy to attend the AGM, 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 AGM 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 AGM or any adjournment thereof if you so wish.

If you intend to attend the AGM 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 Friday, April 24, 2020.

For the purpose of determining the entitlement of Shareholders to attend the AGM, the register of members of the Company will be closed from Wednesday, April 15, 2020 (inclusive) to Friday, May 15, 2020 (inclusive). To attend the AGM, the Shareholders shall, before 4:30 p.m. on Tuesday, April 14, 2020, 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 AGM will be voted by poll.

### V. Recommendations

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

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

In 2019, in strict accordance with the duties conferred by the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws and regulations, as well as the Articles of Association of Haitong UniTrust International Leasing Co., Ltd. (the "Articles of Association"), the Rules of Procedure for the Board of Directors of Haitong UniTrust International Leasing Co., Ltd. and other rules, the board of directors of Haitong UniTrust International Leasing Co., Ltd. (the "Company") had timely convened and held meetings of the Board and Shareholders' general meetings to decide on significant matters of the Company, in order to effectively safeguard the interests of the Company and be representation for all Shareholders. The Board conscientiously implemented the resolutions passed at Shareholders' general meetings and continued to standardize the corporate governance of the Company, which has ensured that the Board makes scientific decisions and operate in a standardized manner and has effectively safeguarded the interests of the Company and all Shareholders. The work of the Board for 2019 is hereby reported as follows:

## I. OVERALL OPERATION OF THE COMPANY

2019 was a memorable year which marked the 70th anniversary of the founding of new China and the first anniversary of the listing of the H Shares of the Company. The Company effectively coped with domestic and overseas economic downturns by being committed to serving the real economy with financial services and sticking to the philosophy of steady growth in order to support the long-term development of basic industry customers in China. Excellent results have been achieved in our corporate governance, risk control, business development, capital enhancement, operation management and contribution to the society. The Group has also created impressive financial values for Shareholders. Thanks to its employees who rode out all difficulties and strived incessantly, the Company successfully coped with the severe challenges, such as the intense market competition and rise of credit risk. The Company made steady progress in various areas.

1. Significant improvement in capital strength. With the issuance and listing of H Shares and the continued profitability of the Company, the total equity of the Group exceeded RMB15 billion and recorded RMB15.29 billion as at December 31, 2019, representing an increase of 18.3% as compared with December 31, 2018.
2. Further growth in asset value. The total assets of the Group amounted to RMB99,047 million as at December 31, 2019, representing an increase of 20.6% as compared with December 31, 2018.
3. Our profitability remained stable. The Group recorded profit of RMB1,355 million and weighted average return on net assets of 9.92% in the year.
4. Further optimization of our business structure and implementation of "One Body, Two Wings" and "One Big and One Small" strategies. We effectively served the real economy by providing financial services to the real economy and micro- and small-sized enterprises. Our businesses related to transportation & logistics, manufacturing, healthcare, aircraft operating leasing and other specialized industries maintained their stable growth. Our specialized services were further improved. Haitong UT Leasing HK Limited, our subsidiary, was awarded "Overall Deal of the Year Lessor" (中國區最佳交易獎) and "Best New Chinese Leasing Entrant" (最佳新秀租賃公司) by the Airfinance Journal.
5. Our comprehensive risk management mechanism was further improved and the whole-process risk management and control were further enhanced. We had been adhering to the bottom line of risk prevention and compliance in 2019. Our risk monitoring capabilities were enhanced, and we exerted great efforts in managing risks and disposing assets. The Group also proactively



prevented and mitigated risks and enhanced its risk prevention capabilities. As of December 31, 2019, the non-performing asset ratio and allowance coverage ratio of the Group were 1.08% and 265.19%, respectively.

6. Financing strength was further enhanced, and the financing cost showed stable decline. In 2019, we leveraged our credit advantages to further expand traditional financing channels and explored innovative financing methods to meet the needs for business development. Our financial receivables amounted to RMB52,654 million, of which direct financing amounted to RMB24,366 million, accounting for 46.3%. The Company maintained the AAA credit rating in 2019.
7. Development, supportive and security systems were further improved. Corporate governance and organization structure were further refined, and operation management was more meticulous and scientific. Our IT system was upgraded and developed, and the management of human resources was optimized and improved. The total number of employees increased to 1,653 (excluding contract workers).
8. The office building at No. 599 South Zhongshan Road, Huangpu District was put into use on January 2, 2020 to further centralize the operation of the Group for higher operation efficiency.

While recording strong results of operation and financial performance, the Company also actively fulfilled its social responsibilities. The Company provided services for the real economy micro- and small-sized enterprises and built a positive brand image, contributing to the harmonious development of the economy, society and the environment. We supported the transformation and upgrade of advanced manufacturing industries and the development of sectors relating to public welfare such as transportation, medical care, elderly care and environmental protection through providing diversified and inclusive financing services for micro- and small-sized enterprises. We actively participated in and organized various social public welfare and charity activities. In 2019, the Company focused on the field of culture and health and organized public welfare activities such as book donation and funding for sick children. Since the outbreak of the COVID-19 epidemic in January 2020, the Company has actively taken various measures to prevent the epidemic and donated RMB3 million to Wuhan to contribute to the fight against the epidemic.

## II. PERFORMANCE OF DUTIES BY THE BOARD IN 2019

In 2019, the Board continued to perform its duties in strict compliance with the requirements of the Company Law and the Articles of Association and acted in the best interests of the Company and Shareholders. It reported work to the Shareholders' general meeting, implemented the resolutions passed the Shareholders' general meetings and was responsible to the Shareholders' general meeting. The Board leads and guides the management directly and indirectly through professional committees, including formulating strategies and supervising their implementation, monitoring the operation and financial performance of the Group, and ensuring a good internal control and risk management system is in place. All Directors (including non-executive Directors and independent non-executive Directors) have contributed their wide range of business experience, knowledge and professionalism to the efficient operation of the Board.

### 1. The Board and its professional committees operated effectively and made major decisions in a scientific and transparent manner

In accordance with the relevant regulatory requirements and in view of the actual needs of the development of the Company, the Board effectively convened meetings to facilitate all Directors to participate in the decision-making with their own expertise and extensive experiences, in order to improve the transparency of information and the level of scientific decision-making of the Board and effectively support the development of the Company.



In 2019, the Company held a total of 8 meetings of professional committees under the Board, which enabled professional committees to play an effective role of consulting, decision-making and control. The Company held a total of 13 meetings of the Board, at which the resolutions on, among others, the issue and listing of H shares, development plan, business operation, asset transactions, connected transactions, system amendment and personnel appointment and removal, were considered and passed.

The attendance of all Directors at the meetings of the Board is as follows:

Attendance at meetings of the Board						
Name of Director	Independent or not	Required attendance at meetings of the Board during the Reporting Period	Number of attendances in person	Number of attendances by proxy	Number of absences	Whether or not absent from two consecutive meetings
Ren Peng	No	13	13	0	0	No
Ha Erman <sup>1</sup>	No	2	2	0	0	No
Li Chuan <sup>2</sup>	No	2	2	0	0	No
Ding Xueqing	No	13	12	1	0	No
Wu Shukun	No	13	13	0	0	No
Zhang Shaohua	No	13	13	0	0	No
Zhou Jianli	No	13	13	0	0	No
Jiang Yulin	Yes	13	12	1	0	No
Yo Shin	Yes	13	13	0	0	No
Zeng Qingsheng	Yes	13	12	1	0	No
Wu Yat Wai	Yes	13	13	0	0	No

Notes:

1. Ms. Ha Erman has been a non-executive Director of the Company since November 2019.
2. Mr. Li Chuan has been a non-executive Director of the Company since November 2019.

## 2. Strict implementation of resolutions passed at Shareholders' general meetings to actively safeguard the lawful rights of Shareholders

In 2019, the Company held a total of 4 Shareholders' general meetings, at which the resolutions on, among others, system amendment, appointment of Directors, review of reports, connected transactions and changes in accounting policies were considered and passed. The independent Directors are of the view that the continuing connected transactions of the Company are necessary for its day-to-day operation, and that the relevant agreements are on normal commercial terms, fair and reasonable, carried out under the terms of the relevant agreements and in the interests of the Company and its shareholders as a whole. The Board strictly implemented the resolutions passed at Shareholders' general meetings, performed its duties in accordance with the requirements of the Company Law and the Articles of Association, and effectively safeguarded the lawful interests of all Shareholders.

**3. Continuous promotion of training for Directors to improve their ability to perform duties**

In 2019, all Directors actively participated in the continuous professional development activities including the relevant training and internal material research provided by the Company. All newly appointed Directors also received induction training to ensure that they have appropriate understanding of the operation and business of the Company and their responsibilities under the relevant laws, regulations and rules. Through obtaining regular updates on the performance, status and prospect of the Company, all Directors were able to further improve their ability to perform duties.

**III. WORKING PLANS OF THE BOARD FOR 2020**

In 2020, the Board will continue to guide the management in tamping the foundation of superior business and urge the management to grasp new opportunities for further development, identify demands of its customers and adequately allocate resources. The Group will further consolidate its leading position and improve its high-quality sustainable development through the implementation of the following strategies:

1. Implementation of the “One Big and One Small” customer development strategy to consolidate and optimize the diversified customer base and maintain steady revenue. We will develop large- and medium-sized enterprise customers to expand our business scale and continue to promote our MSE & retail business, which will enable us to have rapid growth in both scale and profitability and achieve risk diversification.
2. Continue to expand sales and service network by “One Body, Two Wings” business development model, strengthen the collaboration between our business headquarters and our local teams, and strengthen customer resource management. We will deepen the construction and utilization of localized marketing network, improve the marketing capability of our branches, continue to penetrate target industries, customers and markets, and strengthen business development and customer resources management to support the long-term growth of our business.
3. Deepen the management concept of investment banks, improve professional business services and product innovation, and actively develop related diversified business. We will continue to provide comprehensive products and services based on customer needs by implementing the management concept of investment banks and strengthening the collaboration with financial institutions and industry alliance partners in order to expand the sources of revenue and enhance the professional and specialized business development.
4. Continuously improve the comprehensive risk management system, give full play to the joint force of risk management and control, and strengthen asset allocation and management capabilities. We will continue to strengthen our risk management capabilities for all staff in all aspects and procedures. We plan to implement differentiated risk management measures according to the characteristics of different businesses, types of customers and risks in order to enhance our risk control and mitigation.
5. Expand financing sources, control financing costs and strengthen liquidity management capabilities. We will continue to make efforts to reduce our financing costs and expand our funding sources and expand and maintain stable financing channels to support a sustainable growth in our business. We will continue to enhance our net capital, to optimize financing structures, to actively expand diversified financing tools, and to increase the proportion of direct financing in our total indebtedness.

6. Optimize performance-based incentive mechanism, proactively develop our high-quality professional team, and strengthen our competitiveness. We will further strengthen our professional teams by recruiting professional talents with international experience, cross-disciplinary knowledge and strong education credentials. We will also strive to strengthen the echelon construction of youth management team and refine management training system to build up a talent pool for our long-term growth.
7. Strengthen internal supporting systems such as IT systems, enhance the application of fintech, and improve our service specialization and customer experience. In addition, we will continuously optimize the development of management systems, optimize the internal office procedures to improve the efficiency of our risk management, human resource management, capital management and business management, and further improve our effectiveness and quality of operating management.

The Board will continue to operate in strict compliance with the requirements of laws, regulations and regulatory documents and continue to conscientiously conduct information disclosure. We will convene the meetings of the Board and Shareholders' general meetings in an efficient manner and make scientific and reasonable decisions within the scope of authorization at the Shareholders' general meetings. We will conduct effective and timely inspection and supervision of the management in order to enable the standardized operation of the Company to enter a higher level and protect and promote the interests of all shareholders.

In 2020, the Board will continue to facilitate and support the management in sticking to serving the real economy with services in accordance with the strategic objectives of the Company while following the trends of economic development and adjustments. We will leverage our advantages to optimize asset structure and enhance our capabilities of specialized management and comprehensive services. We strive to become a first-class financial leasing company that leads industry innovation and boasts competitive edges in the capital market.

In accordance with the requirements of laws and regulations including the Company Law of the People's Republic of China (the "Company Law") and the Articles of Association of Haitong UniTrust International Leasing Co., Ltd. (the "Articles of Association"), the work of the Board of Supervisors of Haitong UniTrust International Leasing Co., Ltd. (the "Company") for 2019 is hereby reported as follows:

In 2019, the Board of Supervisors strictly complied with the requirements of the Company Law, the Articles of Association, the Rules of Procedure of the Board of Supervisors of Haitong UniTrust International Leasing Co., Ltd. and other relevant laws and regulations, regulatory documents and rules of the Company, and conscientiously performed and independently exercised the supervisory powers and duties of the Board of Supervisors in accordance with the principle of being responsible to all shareholders. Members of the Board of Supervisors attended or were present at all meetings of the Board and Shareholders' general meetings held during the Reporting Period. We have effectively fulfilled the functions of the Board of Supervisors by supervising over the operation, financial position, major decision-making, the procedures for convening Shareholders' general meetings and the performance of duties by Directors and senior management.

## I. MAIN WORK OF THE BOARD OF SUPERVISORS IN 2019

### 1. Performance of duties and consideration of significant matters

In 2019, the Board of Supervisors held a total of 5 meetings, at which a total of 12 resolutions in relation to, among others, financial reports, compliance report, risk assessment report, connected transactions and changes in accounting policies of the Company were considered. The attendance of Supervisors at these meetings is as follows:

Supervisor	Number of meetings attended/ Should have attended
Ms. Wang Meijuan	5/5
Ms. Zhao Yue	5/5
Mr. Chen Xinji	5/5

### 2. Presence at Shareholders' general meetings and meetings of the Board and supervision over corporate governance system

In 2019, the Company held 4 Shareholders' general meetings and 13 meetings of the Board. The Board of Supervisors attended the relevant meetings and effectively supervised the legality and compliance of material decision making process including the formulation of development plan and operation targets of the Company, election of Directors and selection and engagement of senior management, connected transactions, major projects and asset transactions, and proposed constructive and specific suggestions and supervisory opinion. The following table sets forth the attendance of Supervisors at the relevant meetings:

Supervisor	Shareholders' general meetings Number of meetings attended/ should have attended	Meetings of the Board Number of meetings attended/should have attended
Ms. Wang Meijuan	4/4	13/13
Ms. Zhao Yue	4/4	13/13
Mr. Chen Xinji	4/4	13/13

**3. Supervision of financial position**

The Board of Supervisors regularly obtained financial information of the Company and proposed that the Company shall continue to strengthen its financial management and financial resources control and further enhance the financial management of subsidiaries within and outside the PRC. The Company shall also improve initiative in liquidity risk management to prevent liquidity risk.

**4. Supervision of operation and management of the Company**

The Supervisors attended meetings of the Board and Shareholders' general meetings to regularly receive reports of management on the general operation of the Company and comprehensively and timely understand the Company's operation. The Board of Supervisors suggested that in view of the ongoing promotion of "One Body, Two Wings" strategy and continuous growth of subsidiaries, the Company shall optimize its organization structure and enhance function management to improve the efficiency and effectiveness of management of subsidiaries and branches.

**5. Supervision of internal control and compliance**

The Board of Supervisors received compliance reports to deeply understand: (1) compliance management of the Company regarding business development, risk management, financial management, capital management, assets management and anti-money laundering; (2) establishment of compliance culture; (3) formulation, amendment and execution of compliance management system; (4) significant policy change in industry in which our Group operates; (5) compliance accountability; (6) duty performance of the person in charge of compliance and compliance management personnel; (7) establishment of and protection for compliance management team; (8) planning of compliance management work; (9) report on compliance with industry regulation. The Board of Supervisors is of the view that the compliance management of the Company is under normal operation and the Company shall enhance its management of subsidiaries in accordance with the requirements of regulatory department to safeguard legality and compliance.

**6. Continuous enhancement of risk management supervision**

The Board of Supervisors received presentations on comprehensive risk management and risk evaluation report, including: (1) general risk assessment of the industry; (2) operation of comprehensive risk management and risk control indicators; (3) identification and management of various risks; (4) risk management structure and culture establishment; (5) establishment and soundness of the risk management system; (6) monitoring and control, report and contingency mechanism of risk; (7) establishment of risk management data and information system and quantification of risk; (8) risk management of new business; (9) pilot operation of consolidated risk management; (10) future risk management planning. The Board of Supervisors proposed that the Company shall pay attention to the risk management of new business projects and aircraft leasing projects, enhance forward-looking management of risk analysis and prevention and improve risk handling.

**7. Revision of rules and systems of the Board of Supervisors**

The Board of Supervisors continuously refined its system. To further standardize operation of the Company, the Board of Supervisors amended the Rules of Procedure for the Board of Supervisors of Haitong UniTrust International Leasing Co., Ltd. (Draft) and assisted the amendment of the Articles of Association based on the requirement of corporate governance after the listing

of the Company. The amendments were considered and passed at a Shareholders' general meeting in April 2019. The amended rules of procedure for the Board of Supervisors have enhanced the supervisory and management functions of the Board of Supervisors, met the requirement of corporate governance and strengthened the supervision and management functions of the Board of Supervisors. Standardization and control of the duty performance by the members of the Board of Supervisors was improved which facilitated the performance of independent supervision by the Supervisors.

## **II. WORKING PLANS OF THE BOARD OF SUPERVISORS FOR 2020**

### **1. Fully engage in and improve corporate governance**

According to the development needs of the Company, the Board of Supervisors shall hold meetings in a timely manner and attend various meetings including Shareholders' general meetings and meetings of the Board to effectively perform its supervisory duty, improve the corporate management and promote reasonable decision making for the Company so as to defend the legal rights of the Company, Shareholders, employees, the society and other stakeholders.

### **2. Perform supervisory role and enhance management of the Company**

The Board of Supervisors will supervise the Company's decision making of major business affairs, standardized compliance management, comprehensive risk management, financial management and duty performance of Directors and senior management in order to promote management enhancement, compliance operation and sound development of the Company.

### **3. Refine working mechanism of the Board of Supervisors**

The Board of Supervisors will further improve its organization and refine the working mechanism for effective supervision through obtaining business updates of the Company from various channels, strengthening the communication with the Board and senior management as well as information sharing among the Supervisors and gaining in-depth understanding of industry development trend and major business and investment of the Company.

**Mr. Ren Peng**, aged 57. Mr. Ren has been appointed as the Chairman of our Company since June 2014. Mr. Ren also serves as the deputy general manager and chairman of the investment banking committee of Haitong Securities Co., Ltd. since March 2010; the director of China-Belgium Direct Equity Investment Fund since March 2011; a chairman of the board of directors of Haitong UT Capital Group Co., Limited since June 2014; director of Haitong UniFortune International Leasing Co., Ltd., Haitong International Holdings Limited and Shanghai UniCircle Investment & Development Co., Ltd. since July 2014; a director of Haitong UniTrust Financial Leasing (Shanghai) Corporation since November 2014; and a director of Haitong Securities Co., Ltd. since June 2019.

Mr. Ren served as an officer of the savings division in the Xihu Office of the PBOC from December 1981 to June 1982; the section head and deputy division head of the savings division in the Xihu Office of the Industrial and Commercial Bank of China Limited (a company listed on the Shanghai Stock Exchange (stock code: 601398) and the Hong Kong Stock Exchange (stock code: 1398)) (the “Industrial and Commercial Bank of China”) from June 1982 to February 1988. Mr. Ren served in Hangzhou Branch of Bank of Communications Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 601328) and the Hong Kong Stock Exchange (stock code: 3328)) from February 1988 to March 1996, during which he served as the head of savings business from February 1988 to May 1990, assistant to the head and deputy head of the First Office from May 1990 to March 1991, assistant manager of the securities and savings department from March 1991 to December 1993 and manager of the securities department from December 1993 to March 1996. Mr. Ren served as the chairman of the board of directors of Haitong UniTrust Financial Leasing (Shanghai) Corporation from November 2014 to August 2018 and the chairman of the board of directors of Haitong UniFortune International Leasing Co., Ltd. from July 2014 to March 2018.

Mr. Ren joined Haitong Securities Company Limited from March 1996 to January 2002, during which he served as the general manager of the securities transaction business department of Hangzhou from March 1996 to November 1997, and the deputy general manager from November 1997 to January 2002. Mr. Ren served as the deputy general manager of Haitong Securities Co., Ltd. from January 2002 to March 2010. Mr. Ren served as a director of Haitong Capital Co., Ltd. from October 2008 to March 2010.

Mr. Ren graduated from the undergraduate school in finance from Fudan University in the PRC in January 2004 and obtained a master’s degree in business administration from China Europe International Business School in the PRC in July 2006. Mr. Ren obtained the qualification to engage in securities business issued by the Securities Association of China in August 2003.

As far as the Directors are aware and save as disclosed in this circular, Mr. Ren 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, Mr. Ren does not have any interests in the Shares 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. Ren 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.



**Mr. Ding Xueqing (丁學清)**, aged 56. Mr. Ding joined our Company as a Director in November 2014, served as the standing deputy general manager from November 2014 to July 2015, and the Director and general manager since July 2015. Mr. Ding has also served as a director of Haitong UniTrust Financial Leasing (Shanghai) Corporation since November 2014, a director of Haitong UT Capital Group Co., Limited and Haitong UniFortune International Leasing Co., Ltd. since July 2015, a vice chairman of the board of directors of Gui'an UT Financial Leasing (Shanghai) Co., Ltd. since January 2017, the chairman of Haitong UniFortune International Leasing Co., Ltd. since March 2018, and the chairman of Shanghai Dingjie Construction Development Co., Ltd. since June 2018.

Mr. Ding served as an officer of the Changzhou Finance Bureau of Jiangsu Province in the PRC from July 1984 to December 1985; a teacher of Changzhou College of Accounting in Jiangsu Province in the PRC from December 1985 to June 1988. Mr. Ding served in various positions in the local tax bureau of Jinghu Branch, Wuhu City, Anhui Province in the PRC from June 1988 to March 2002, including the deputy director of the Second Tax Office from April 1991 to September 1995, director of the Third Tax Office from September 1995 to March 2002; assistant manager of Huangshan West Road Business Office of GuoYuan Securities in Wuhu City from March 2002 to January 2005. Mr. Ding served in various positions in Haitong Securities Co., Ltd. from January 2005 to November 2014, including the general manager of Wenhua Road Business Office in Wuhu City from January 2005 to June 2010, deputy general manager of Anhui Branch and general manager of Wuhu Business Office from June 2010 to May 2011, general manager of Anhui Branch and general manager of Wuhu Business Office from May 2011 to December 2011, general manager of Anhui Branch from December 2011 to February 2013, and general manager of the retail and network finance department from March 2013 to November 2014.

Mr. Ding graduated with a bachelor's degree in computer application software from Jilin University in the PRC in June 2008 and an executive master of business administration degree from Dongbei University of Finance and Economics in the PRC in June 2010.

As far as the Directors are aware and save as disclosed in this circular, Mr. Ding 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, Mr. Ding does not have any interests in the Shares 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. Ding 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.

**Ms. Ha Erman (哈爾曼)**, aged 44. Ms. Ha has been a Director of the Company since November 2019. Ms. Ha 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 Stock Exchange of Hong Kong Limited (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 and a supervisor of AECC Commercial Aircraft Engine Co., Ltd. since December 2019.

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.

As far as the Directors 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, Ms. Ha does not have any interests in the Shares 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.

**Mr. Li Chuan (李川)**, aged 37. Mr. Li has been a Director of the Company since November 2019. Mr. Li 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. He has served as a director of Sun Mao International Trading Co., Limited since June 2019, a general manager of Shanghai Electric Insurance Limited since November 2019 and a director of Shanghai Electric Hong Kong Treasury Management Co., Limited since December 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 member 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.

As far as the Directors 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, Mr. Li does not have any interests in the Shares 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.

**Ms. Zhou Jianli (周劍麗)**, aged 47. Ms. Zhou joined our Company as chief financial officer in February 2014, has served as deputy general manager and chief financial officer since August 2015, and has served as a Director since May 2017. Ms. Zhou has served as a supervisor of Gui'an UT Financial Leasing (Shanghai) Co., Ltd. since January 2017 and a director of Haitong UniFortune International Leasing Co., Ltd., Haitong UniTrust Financial Leasing (Shanghai) Corporation and Shanghai UniCircle Investment & Development Co., Ltd. since April 2017. She has been a director of Shanghai Dingjie Construction Development Co., Ltd. since June 2018 and the chairman of Haitong UniTrust Financial Leasing (Shanghai) Corporation since August 2018.

Ms. Zhou served as the Youth League secretary and teaching assistant of the College of Foreign Languages in Northeast Forestry University in the PRC from July 1993 to August 1995; a lecturer of the College of Economics and Management in Northeast Forestry University in the PRC from December 1997 to February 2000. Ms. Zhou served in various positions at Haitong Securities Co., Ltd. from February 2000 to March 2014, including the manager of the finance department of Harbin business department from February 2000 to August 2002, officer of the finance and accounting department from August 2002 to June 2004, senior executive officer of the finance and accounting department from June 2004 to July 2007, assistant manager of the financial management department of the finance department from July 2007 to August 2009, manager of the financial management department of the finance department from September 2009 to February 2013, and assistant to general manager of the finance department from March 2013 to March 2014. Ms. Zhou was the chief financial officer of Haitong UT Capital Group Co., Limited from February 2014 to June 2017.

Ms. Zhou obtained a bachelor of engineering degree in wood processing from Northeast Forestry University in the PRC in July 1993, and a master's degree in business administration from the Harbin Institute of Technology in the PRC in December 1997. Ms. Zhou obtained a qualification of Certified Tax Agent issued by the Ministry of Personnel of the PRC and the State Taxation Administration in June 2005; a qualification of Chinese Certified Public Accountant issued by the Ministry of Finance in May 1998; and was accredited as a senior accountant by Shanghai Municipal Human Resources and Social Security Bureau in the PRC in December 2011.

As far as the Directors are aware and save as disclosed in this circular, Ms. Zhou 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, Ms. Zhou does not have any interests in the Shares 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. Zhou 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.

**Mr. Wu Shukun (吳淑琨)**, aged 47. Mr. Wu has been appointed as a Director of our Company since April 2017. Mr. Wu also serves as general manager of the strategic development department of Haitong Securities Co., Ltd. since February 2017, a director of Haitong UT Capital Group Co., Limited and Shanghai Haitong Resource Management Co., Ltd. since March 2017 and a director of HFT Investment Management Co., Ltd. since April 2017.

Mr. Wu served as a postdoctoral researcher of Nanjing University in the PRC from November 1999 to October 2001; a researcher of Haitong Securities Co., Ltd. Company Limited from November 2001 to February 2004. Mr. Wu has served in various positions in Haitong Securities Co., Ltd. since February 2004, including manager of the macro research department from February 2004 to May 2005, assistant to director of the research institute from May 2005 to March 2008, deputy general manager of the institutional business department from March 2008 to February 2013, deputy general manager (in charge) of the corporate and private customers department from March 2013 to May 2015, and general manager of the corporate finance department from May 2015 and February 2017.

Mr. Wu obtained a bachelor of engineering degree in industrial management and engineering from Xi'an Jiaotong University in the PRC in July 1994, a master's degree in systems engineering from Xi'an Jiaotong University in the PRC in April 1997, and a doctoral degree in management science and engineering management from Xi'an Jiaotong University in the PRC in December 1999. He obtained the qualification to engage in securities investment consultation business (investment consultant) issued by the Securities Association of China in March 2011.

As far as the Directors are aware and save as disclosed in this circular, Mr. Wu 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, Mr. Wu does not have any interests in the Shares 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. Wu 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.

**Mr. Zhang Shaohua (張少華)**, aged 52. Mr. Zhang has been appointed as a Director of the Company since January 2014. Mr. Zhang also serves as a director of Haitong UniTrust Financial Leasing (Shanghai) Corporation since April 2014, director of Haitong Futures Co., Ltd. since June 2019, director of Shanghai Haitong Securities Asset Management Co., Ltd. since October 2019 and general manager of the capital management department of Haitong Securities Co., Ltd. since December 2019.

Mr. Zhang worked for the finance and accounting department of Haitong Securities Company Limited from June 1996 to February 2004, during which he served as an investment officer from June 1996 to March 2001 and the assistant manager of the integrated management department from March 2001 to February 2004. Mr. Zhang has served in various positions in Haitong Securities Co., Ltd. since February 2004, including manager of the integrated management department of the finance and accounting department from February 2004 to March 2006, manager of the capital management department of the finance department from March 2006 to May 2007, assistant to general manager of the finance department from May 2007 to February 2013, deputy general manager of the finance department from March 2013 to October 2015, and director of Haitong Innovation Securities Investment Co., Ltd. from March 2012 to May 2019. Mr. Zhang served as the deputy general manager of the capital management department of Haitong Securities Co., Ltd. from October 2015 to December 2019.

Mr. Zhang graduated with a diploma in industrial accounting from Shanghai Mechanical and Electronic Engineering Technology University in the PRC in January 1995, and a bachelor's degree in law from the Open College of the Party School of the Central Committee of the Communist Party of China in December 2005. Mr. Zhang obtained the qualification to engage in securities business issued by the Securities Association of China in March 2004.

As far as the Directors are aware and save as disclosed in this circular, Mr. Zhang 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, Mr. Zhang does not have any interests in the Shares 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. Zhang 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.

**Mr. Jiang Yulin (蔣玉林)**, aged 61. Mr. Jiang has been appointed as an independent non-executive Director of our Company in May 2017. Mr. Jiang has also served as an executive director since August 2016, and chairman, executive director and member of the nomination committee of City e-Solutions Limited (currently known as China Tian Yuan Healthcare Group Limited) (a company listed on the Hong Kong Stock Exchange (stock code: 0557)) since September 2016.

Mr. Jiang served in various positions in the PBOC from November 1979 to November 1985, including officer of the credit office of Linquan County branch, Fuyang City, Anhui Province from November 1979 to January 1984, deputy head and head of credit office of Linquan County Branch, Fuyang City, Anhui Province from January 1984 to November 1985. Mr. Jiang served in various positions in the Industrial and Commercial Bank of China from November 1985 to February 2015, including the vice president of Linquan County branch, Fuyang City, Anhui Province from November 1985 to May 1988; president of Jieshou City branch, Fuyang City, Anhui Province from May 1988 to December 1991; vice president of Fuyang City Branch, Anhui Province from December 1991 to September 1997; president of Wuhu City Branch, Anhui Province from September 1997 to September 2000; vice president of Anhui Branch from September 2000 to October 2006; president of Yunnan Branch from October 2006 to July 2010; general manager of the credit business department of the headquarters from July 2010 to January 2014; general manager of the information management department from January 2014 to February 2015. Mr. Jiang served as an independent supervisor of Maanshan Iron & Steel Company Limited (a company listed on the Shanghai Stock Exchange (stock code: 600808) and the Hong Kong Stock Exchange (stock code: 0323)) from September 2002 to August 2005.

Mr. Jiang served as the chairman of the board of directors of ICBC Financial Leasing Co., Ltd. from January 2015 to May 2016; and non-executive director, chairman of the risk management committee and member of the audit committee of Industrial and Commercial Bank of China (Asia) Limited from August 2015 to May 2016.

Mr. Jiang obtained a doctorate's degree in economics from Wuhan University in the PRC in December 2013. Mr. Jiang was qualified as a senior economist issued by the Appraisal and Approval Committee for Professional & Technical Competence of the Industrial and Commercial Bank of China in August 1997.

As far as the Directors are aware and save as disclosed in this circular, Mr. Jiang 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, Mr. Jiang does not have any interests in the Shares 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. Jiang 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.

**Mr. Yao Feng (姚峰)**, aged 59. Mr. Yao served as a director of Konka Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange (stock code for A shares: 000016.SZ and stock code for B shares: 200016.SZ) from April 1998 to June 1999.

Mr. Yao successively served as an officer, deputy chief officer, chief officer and deputy director of the statistics and research division of the integrated planning department of the Ministry of Finance of the PRC from August 1983 to March 1993, a deputy department manager and general manager of China Economic Development Trust & Investment Corporation from March 1993 to April 1997, a deputy general manager of the financial and securities department of China National Travel Service (HK) Group Corporation from April 1997 to July 1998, and a deputy general manager of China Travel Financial Investment Holdings Co., Limited from July 1998 to June 1999. Mr. Yao successively served in various positions of the China Securities Regulatory Commission from June 1999 to May 2013, including the director of institution regulatory department from June 1999 to February 2002, a party committee member and deputy officer of Guangzhou Securities Regulatory Office from February 2002 to January 2004, a party committee member and deputy director of Guangzhou Regulatory Bureau from January 2004 to August 2004, a deputy officer of the risk management office for securities companies from August 2004 to June 2008, an inspector and deputy officer of the accounting department from June 2008 to September 2011, and a commissioner of Shanghai Supervision Office of the Commissioner from September 2011 to May 2013. Mr. Yao successively served in China Association of Public Companies from May 2013 to April 2016 as the secretary of the party committee, the executive vice-chairman and legal representative and as the secretary of the party committee and vice-chairman of China Association of Public Companies from April 2016 to April 2017. Mr. Yao served as the deputy mayor of Hangzhou Municipal People's Government from June 2017 to October 2019. Mr. Yao served as the deputy secretary of the party committee and the chairman of the board of supervisors of China Association of Public Companies from June 2019 to September 2019.

Mr. Yao was a member of the first session of self-regulatory committee of the council the Shenzhen Stock Exchange from December 2014 to December 2017 and an adjunct professor of China University of Political Science and Law from June 2015 to June 2018. Mr. Yao has been a council member of the Business School of China University of Political Science and Law since May 2017.

Mr. Yao obtained a bachelor's degree in national economic plan from Hubei Institute of Finance and Economics (currently known as Zhongnan University of Economics and Law) in August 1983 and a master's degree in monetary banking from Zhongnan University of Finance and Economics (currently known as Zhongnan University of Economics and Law) in June 1997.



As far as the Directors are aware and save as disclosed in this circular, Mr. Yao 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, Mr. Yao does not have any interests in the Shares 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. Yao 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.

**Mr. Yo Shin (楊辰)**, aged 55. Mr. Yo has been appointed as an independent non-executive Director of our Company in May 2017. Mr. Yo has also served as the deputy general manager of Xinjiang Great Wall Xinsheng Trust Co., Ltd. (currently known as Great Wall Xinsheng Trust Co., Ltd.) since October 2011.

Mr. Yo served as a teacher of the finance department of Nankai University in the PRC from July 1986 to March 1991; officer of the Asia development department of the international business department of Sampo Japan Insurance Inc. (日本安田火災海上保險株式会社, currently known as Sampo Japan Nipponkoa Insurance Inc. (損保ジャパン興亜株式会社)) from May 1996 to February 2001; vice president of directors of Shenzhen Shengjin Chuangye Investment Development Limited from May 2005 to January 2016; vice president of Shenzhen Leaguer Digital TV Co., Ltd. from May 2005 to December 2009; director and member of the strategy committee of Shanghai Feilo Acoustics Co., Ltd. (a company listed on the Shanghai Stock Exchange, (stock code: 600651)) from July 2009 to July 2012.

Mr. Yo graduated from the undergraduate school of finance and obtained a bachelor's degree of economics from Nankai University in the PRC in July 1986, and obtained a master of arts degree in commerce from Waseda University in Japan in March 1995. Mr. Yo obtained the certificate of qualified senior management of listed companies from Shanghai Commission of China Securities Regulatory Commission (the senior management of companies (independent director) in Shanghai Training (2009) No. 1497) in July 2009.

As far as the Directors are aware and save as disclosed in this circular, Mr. Yo 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, Mr. Yo does not have any interests in the Shares 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. Yo 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.

**Mr. Zeng Qingsheng (曾慶生)**, aged 45. Mr. Zeng has been appointed as an independent non-executive director of the Company in May 2017. Mr. Zeng has served as the associate professor, doctoral supervisor, professor and deputy dean of the School of Accounting of Shanghai University of Finance and Economics in the PRC since March 2010 and an independent director of Shanghai Wanye Enterprises Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 600641)) since December 2015.

Mr. Zeng worked as a lecturer and associate professor of the Faculty of Accounting of Antai College of Economics and Management of Shanghai Jiao Tong University in the PRC from April 2005 and March 2010. Mr. Zeng served as an independent director of Suzhou Sunmun Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange (stock code: 300522)) from April 2010 to September 2016; an independent director of Jiangsu Feiliks International Logistics Inc. (a company listed on the Shenzhen Stock Exchange (stock code: 300240)) from May 2014 to May 2017; an independent director of Jiangsu Skyray Instrument Company Limited (a company listed on Shenzhen Stock Exchange (stock code: 300165)) from April 2015 to April 2018; an independent director of Orient-Chip Technology Co. Ltd. from September 2015 to May 2018; an independent director of Sunsea Telecommunications Co., Ltd. (now known as Sunsea AIoT Technology Co., Ltd.) (a company listed on the Shenzhen Stock Exchange (stock code: 002313) from August 2016 to September 2018; and an independent director of Jiangsu Yixing Rural Commercial Bank Co., Ltd. from June 2017 to February 2019.

Mr. Zeng obtained a bachelor's degree in accounting from China Textile University (currently known as Donghua University) in the PRC in July 1998, a master's degree in accounting and professional management from Shanghai University of Finance & Economics in the PRC in February 2001, a doctoral degree in accounting and professional management from Shanghai University of Finance & Economics in the PRC in March 2005, and a visiting scholar of Rensselaer Polytechnic Institute in the U.S. from August 2010 to August 2011. Mr. Zeng also obtained a qualification of non-executive member issued by The Chinese Institute of Certified Public Accountants in the PRC in December 2009, a qualification certificate as independent director from Shanghai Stock Exchange in the PRC (No: 210059) in August 2012, a certificate of qualified senior management (independent director) of listed companies from Shenzhen Stock Exchange in the PRC (No: 1406013435) in November 2014, a certificate of qualified senior management (independent director) of listed companies from Shenzhen Stock Exchange in the PRC (No: 1607617675) in September 2016 and a certificate of qualified senior management (independent director) from Shanghai Stock Exchange in the PRC (No: D1804063) in November 2018.

As far as the Directors are aware and save as disclosed in this circular, Mr. Zeng 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, Mr. Zeng does not have any interests in the Shares 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. Zeng 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.

**Mr. Wu Yat Wai (胡一威)**, aged 51. Mr. Wu has been appointed as an independent non-executive Director of the Company in May 2017.

Mr. Wu served as an analyst of the finance department of The Hong Kong Jockey Club from September 1992 to April 1993; assistant manager and manager of the corporate trust department of Bankers Trust Company from April 1993 to July 1995; analyst of Credit Lyonnais Securities (Asia) Limited from November 1996 to April 2000; served in Lehman Brothers Asia Limited from April 2000 to May 2005, during which he served as the senior vice president of the equity research division in Hong Kong; and served in Goldman Sachs (Asia) L.L.C. from May 2005 to May 2016, during which he served as the managing director of the global investment research division.

Mr. Wu was a director of Constant Fine Limited from January 1997 to May 2001. Constant Fine Limited was incorporated in Hong Kong and primarily engaged in real estate investment business in Hong Kong and did not conduct any substantial business operation since its incorporation. In June 2001, Constant Fine Limited was struck off by the Registrar of Companies of Hong Kong and it was officially dissolved in November 2001. Mr. Wu confirmed that Constant Fine Limited had no asset or liability from its incorporation to its dissolution.

Mr. Wu obtained a bachelor's degree in business administration from Hong Kong Baptist College (currently known as Hong Kong Baptist University) in September 1991; and a master's degree in accounting and finance from London School of Economics and Political Science in the United Kingdom in August 1992.

As far as the Directors are aware and save as disclosed in this circular, Mr. Wu 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, Mr. Wu does not have any interests in the Shares 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. Wu 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.

**Mr. Yan Lixin (嚴立新)**, aged 56. Mr. Yan served as an assistant teacher of School of Foreign Languages of Jiangsu University (formerly known as School of Foreign Languages of Zhenjiang College) from July 1985 to July 1993, the chief secretary of the Foreign Economic Trade Commission of Zhenjiang City, Jiangsu Province from July 1993 to December 1995, a director of the general office of Foreign Trade Exchange Co., Ltd. of Zhenjiang City, Jiangsu Province from January 1996 to February 1996, a legal representative and deputy general manager of Textile Import & Export Corporation of Zhenjiang City, Jiangsu Province from February 1996 to December 1996, the chairman of the board of directors and general manager of Knitted Cotton Import & Export Co., Ltd. of Zhenjiang City from January 1997 to August 2002, and the chairman of the board of directors of Shanghai Yifei Kaite International Trade Co., Ltd. from September 2002 to December 2004. Mr. Yan was a postdoctoral fellow in journalism and communication of School of Journalism of Fudan University from September 2006 to June 2008. Mr. Yan has served as an associate professor of Institute for Financial Studies of School of Economics of Fudan University since August 2008, and an executive officer of China Centre for Anti-Money Laundering Studies of Fudan University since January 2017. Mr. Yan was elected as the only Chinese council member of the International Network of AML/CFT Institute in November 2017.

Mr. Yan obtained a bachelor's degree in english from Xuzhou Normal College (currently known as Jiangsu Normal University) in June 1985, a master's degree in dynamic management from the School of Management of Fudan University (BI) in January 2001 and a doctoral degree in world economics from the School of Economics of Fudan University in June 2006.

As far as the Directors are aware and save as disclosed in this circular, Mr. Yan 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, Mr. Yan does not have any interests in the Shares 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. Yan 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.



**Ms. Zhou Tao (周陶)**, aged 40, served in the compliance management position of the Company from November 2016 to November 2019 and has served as a general manager of the compliance and legal department of Haitong Securities Co., Ltd. since December 2019.

Ms. Zhou was a deputy officer of the Jinshan branch of Shanghai Municipal Tax Service from July 2004 to June 2008 and an executive and a deputy director of Shanghai Securities Regulatory Bureau from June 2008 to October 2016.

Ms. Zhou obtained a bachelor's degree and a master's degree in finance from Southwestern University of Finance and Economics in June 2001 and June 2004, respectively. Ms. Zhou was accredited as a certified public accountant in April 2004 and a certified public valuer in November 2004, and was also qualified as an intermediate economist in December 2016.

Ms. Zhou, as a shareholder representative Supervisor, will not receive any remuneration from the Company.

As far as the Directors are aware and save as disclosed in this circular, Ms. Zhou 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, Ms. Zhou does not have any interests in the Shares 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. Zhou 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.

In accordance with the requirements of laws and regulations including the Company Law and the Articles of Association of Haitong UniTrust International Leasing Co., Ltd. (the “Articles of Association”), we, as independent non-executive Directors of Haitong UniTrust International Leasing Co., Ltd. (the “Company” or “Haitong UniTrust”), hereby report our work for 2019 as follows:

## **I. BIOGRAPHIES OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Currently the Board comprises 11 Directors, 4 of which are independent non-executive Directors. The biographies of each of the independent non-executive Directors are as follows:

**Mr. Jiang Yulin**, aged 61, doctor of economics and senior economist. He served as deputy head and head of credit office of the People’s Bank of China Linquan County Branch, Fuyang City, Anhui Province; vice president of Fuyang City Branch, Anhui Province, president of Wuhu City Branch, Anhui Province, vice president of Anhui Branch, president of Yunnan Branch, general manager of the credit business department of the headquarters, general manager of the information management department of Industrial and Commercial Bank of China; chairman of ICBC Financial Leasing Co., Ltd., non-executive director, chairman of the Risk Management Committee and member of the Audit Committee of Industrial and Commercial Bank of China (Asia) Limited. Mr. Jiang has also served as an executive director since August 2016, and chairman, executive director and member of the Nomination Committee of City e-Solutions Limited (currently known as China Tian Yuan Healthcare Group Limited) (a company listed on the Hong Kong Stock Exchange (stock code: 0557)) since September 2016. He is currently an independent non-executive Director, chairman of the Remuneration and Evaluation Committee of the Board and member of the Nomination Committee of the Board of Haitong UniTrust.

**Mr. Yo Shin**, aged 55, master of arts in commerce. He served as a teacher of the finance department of Nankai University in the PRC; officer of the Asia development department of the international business department of Sampo Japan Insurance Inc. (currently known as Sampo Japan Nipponkoa Insurance Inc.); vice president of directors of Shenzhen Shengjin Chuangye Investment Development Limited; vice president of Shenzhen Leaguer Digital TV Co., Ltd.; and director and member of the strategy committee of Shanghai Feilo Acoustics Co., Ltd. (a company listed on the Shanghai Stock Exchange, (stock code: 600651)). He has been deputy general manager of Great Wall Xinsheng Trust Co., Ltd. since October 2011. He is currently an independent non-executive Director, chairman of the Risk Management Committee of the Board, member of the Audit Committee of the Board and member of the Remuneration and Evaluation Committee of the Board of Haitong UniTrust.

**Mr. Zeng Qingsheng**, aged 45, doctor in accounting and professional management, and a non-executive member of The Chinese Institute of Certified Public Accountants. Mr. Zeng worked as a lecturer and associate professor of the Faculty of Accounting of Antai College of Economics and Management of Shanghai Jiao Tong University. He has served as an associate professor, doctoral supervisor, professor and deputy dean of the School of Accounting of Shanghai University of Finance and Economics in the PRC since March 2010. Mr. Zeng served as an independent non-executive director of Suzhou Sunmun Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange (stock code: 300522)), Jiangsu Feiliks International Logistics Inc. (a company listed on the Shenzhen Stock Exchange (stock code: 300240)), Jiangsu Skyray Instrument Company Limited (a company listed on Shenzhen Stock Exchange (stock code: 300165)), Orient-Chip Technology Co. Ltd., Sunsea Telecommunications Co., Ltd. (now known as Sunsea AIoT Technology Co., Ltd.) (a company listed on the Shenzhen Stock Exchange (stock code: 002313)) and Jiangsu Yixing Rural Commercial Bank Co., Ltd.. He has been an independent non-executive director of Shanghai Wanye Enterprises Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 600641)) since December 2015. He is currently an independent non-executive Director and chairman of the Audit Committee of the Board of Haitong UniTrust.

**Mr. Wu Yat Wai**, aged 51, master in accounting and finance. Mr. Wu served as an analyst of the finance department of The Hong Kong Jockey Club; assistant manager and manager of the corporate trust department of Bankers Trust Company; analyst of Credit Lyonnais Securities (Asia) Limited; senior vice president of the equity research division in Hong Kong of Lehman Brothers Asia Limited; and managing director of the global investment research division of Goldman Sachs (Asia) L.L.C.. He is currently an independent non-executive Director and member of the Nomination Committee of the Board of Haitong UniTrust.

## **II. PERFORMANCE OF DUTIES BY INDEPENDENT NON-EXECUTIVE DIRECTORS IN THE YEAR**

### **1. Attendance at meetings**

#### *(1) Presence of independent non-executive Directors at Shareholders' general meetings*

During the Reporting Period, the Company held a total of 4 Shareholders' general meetings, and all independent non-executive Directors were present at each of the Shareholders' general meetings.

#### *(2) Attendance of independent non-executive Directors at the meetings of the Board*

In 2019, the Company held a total of 13 meetings of the Board. The table below sets forth the attendance of independent non-executive Directors at the meetings of the Board:

<b>Attendance at meetings of the Board</b>					
<b>Independent non-executive Directors</b>	<b>Required attendance at meetings of the Board during the Reporting Period</b>	<b>Number of attendances in person</b>	<b>Number of attendances by proxy</b>	<b>Number of absences</b>	<b>Whether or not absent from two consecutive meetings</b>
Jiang Yulin	13	12	1	0	No
Yo Shin	13	13	0	0	No
Zeng Qingsheng	13	12	1	0	No
Wu Yat Wai	13	13	0	0	No

#### *(3) Performance of duties*

During the Reporting Period, the independent non-executive Directors of the Company fully performed their duties in the principle of objectiveness, independence and prudence, and actively attended Shareholders' general meetings and the meetings of the Board and professional committees. We paid close attention to the corporate governance, protection of Shareholders' interests, risk control, compliance management, connected transactions, significant investment and financing and appointment of senior management of the Company, actively participated in the discussion and made constructive professional recommendations, which has played a positive role in the scientific decision-making of the Board and effectively protected the lawful interests of the Company and all Shareholders.

Independent non-executive Directors maintained day-to-day communication with the Company through channels including email and telephone, which has established an effective communication mechanism and protected the right to know.

### **III. KEY CONCERNS IN THE PERFORMANCE OF DUTIES BY INDEPENDENT NON-EXECUTIVE DIRECTORS IN THE YEAR**

The Company held the 27th meeting of the first session of the Board on December 27, 2019, at which the Resolution on the Signing of Operation and Management Agreement between Haitong UniTrust International Leasing Co., Ltd. and Shanghai Weitai Properties Management Co., Ltd. was considered and passed. Upon review of such connected transaction, the independent non-executive Directors are of the view that: (1) such connected transaction between the Company and Weitai Properties is necessary for the day-to-day operation of the Company and carried out at a fair price, and has no adverse impact on the interests of the Company and minority Shareholders; (2) the Directors involved in such connected transaction between the Company and Weitai Properties have abstained from voting on the relevant resolution of the Board, which has ensured the compliance of the decision-making procedures and mechanism for the connected transaction and that such connected transaction will not have any material adverse impact on the financial position and results of operation of the Company.

The independent non-executive Directors are of the view that the continuing connected transactions of the Company are necessary for its day-to-day operation, and that the relevant agreements are on normal commercial terms, fair and reasonable, carried out under the terms of the relevant agreements and in the interests of the Company and its shareholders as a whole.

### **IV. OVERALL ASSESSMENT AND RECOMMENDATIONS**

During the Reporting Period, all independent non-executive Directors conscientiously performed the duties stipulated in laws, regulations and the Articles of Association. We actively attended Shareholders' general meetings and meetings of the Board and professional committees and were able to participate in major decisions of the Company from an independent and objective perspective, which has promoted the scientific and objective decision-making of the Board and played a substantive role in maintaining the standardized operation and healthy development of the Company.

In 2020, all independent non-executive Directors will continue to conscientiously and diligently perform the duties of independent non-executive Directors in relation to the work of the Board and its professional committees in accordance with the requirements of the relevant laws and regulations. We will maintain the communication and cooperation with the Board, the Board of Supervisors and senior management in order to promote the sustainable development of the Company and effectively protect the interests of the Company and all Shareholders.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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海通恒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 2019 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Haitong UniTrust International Leasing Co., Ltd. (the “Company”) will be held at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Shanghai, the PRC at 2:00 p.m. on Friday, May 15, 2020 to deal with the following matters:

#### ORDINARY RESOLUTIONS

1. To consider and approve the 2019 Report of the Board;
2. To consider and approve the 2019 Report of the Board of Supervisors;
3. To consider and approve the 2019 Annual Report;
4. To consider and approve the 2019 Profit Distribution Plan;
5. To consider and approve the re-appointment of the Company's auditor for the year 2020;
6. To consider and approve the proposal regarding the election of new session of the Board, including:
  - (a) To re-elect Mr. Ren Peng as a non-executive Director of the second session of the Board;
  - (b) To re-elect Mr. Ding Xueqing as an executive Director of the second session of the Board;
  - (c) To re-elect Ms. Ha Erman as a non-executive Director of the second session of the Board;
  - (d) To re-elect Mr. Li Chuan as a non-executive Director of the second session of the Board;
  - (e) To re-elect Ms. Zhou Jianli as an executive Director of the second session of the Board;
  - (f) To re-elect Mr. Wu Shukun as a non-executive Director of the second session of the Board;
  - (g) To re-elect Mr. Zhang Shaohua as a non-executive Director of the second session of the Board;
  - (h) To re-elect Mr. Jiang Yulin as an independent non-executive Director of the second session of the Board;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (i) To appoint Mr. Yao Feng as an independent non-executive Director of the second session of the Board;
  - (j) To re-elect Mr. Yo Shin as an independent non-executive Director of the second session of the Board;
  - (k) To re-elect Mr. Zeng Qingsheng as an independent non-executive Director of the second session of the Board;
  - (l) To re-elect Mr. Wu Yat Wai as independent non-executive Director of the second session of the Board; and
  - (m) To appoint Mr. Yan Lixin as an independent non-executive Director of the second session of the Board.
7. To consider and approve the appointment of Ms. Zhou Tao as a shareholder representative Supervisor of the second session of the Board of Supervisors;

### SPECIAL RESOLUTION

8. To consider and approve the grant of general mandate in relation to external guarantees; and
9. To consider and approve the grant of general mandate to issue Shares.

### MATTER TO BE REPORTED

10. 2019 Report of the Independent Non-executive Directors.

Details of the above resolutions are set out in the circular of the AGM of the Company dated March 31, 2020. 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  
March 31, 2020

*As at the date of this notice, the Chairman and non-executive Director of the Company is Mr. REN Peng; the executive Directors are Mr. DING Xueqing and Ms. ZHOU Jianli; the non-executive Directors are Ms. HA Erman, Mr. LI Chuan, Mr. WU Shukun and Mr. ZHANG Shaohua; and the independent non-executive Directors are Mr. JIANG Yulin, Mr. YO Shin, Mr. ZENG Qingsheng and Mr. WU Yat Wai.*

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*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 AGM will be voted by poll. After the AGM, relevant voting results will be published on the website of the Company ([www.utfinancing.com](http://www.utfinancing.com)) as well as the disclosure website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).
2. A Shareholder entitled to attend and vote at the AGM 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 AGM 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 AGM or any adjournment thereof if you so wish.
4. For the purpose of determining the entitlement of Shareholders to attend the AGM, the register of members of the Company will be closed from Wednesday, April 15, 2020 (inclusive) to Friday, May 15, 2020 (inclusive). To attend the AGM, the Shareholders shall, before 4:30 p.m. on Tuesday, April 14, 2020, 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 AGM and vote in respect thereof.
6. Shareholders who intend to attend the AGM in person or by proxy shall submit the reply slip for AGM 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 Friday, April 24, 2020.
7. Shareholders or their proxies shall present their identity documents when attending the AGM:
  - (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.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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8. If the AGM considers and approves the 2019 Profit Distribution Plan, the Company is expected to distribute 2019 annual dividend to Domestic Shareholders and H Shareholders on or before Thursday, July 30, 2020. The 2019 annual dividend will be paid to the Shareholders whose names appear on the share register of the Company on Tuesday, June 2, 2020. For the purpose of determining the entitlement of Shareholders to receive the 2019 annual dividend, the register of members of the Company will be closed from Thursday, May 28, 2020 (inclusive) to Tuesday, June 2, 2020 (inclusive). In order to qualify for receiving the 2019 annual 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 Wednesday, May 27, 2020.
9. The AGM 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.  
  
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.