
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Financial 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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海通恆信國際融資租賃股份有限公司

Haitong Unitrust International Financial Leasing Co., Ltd.

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

(Stock Code: 1905)

MAJOR TRANSACTION IN RELATION TO ACQUISITION OF PROPERTIES

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

The Company has obtained an irrevocable and unconditional written approval for the Acquisition from the controlling shareholder of the Company holding more than 50% of the issued share capital of the Company. Accordingly, no general meeting of Shareholders will be convened to approve the Acquisition pursuant to Rule 14.44 of the Listing Rules. This circular is being despatched to the Shareholders for information only.

September 23, 2022

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DEFINITIONS

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

“Acquisition”	the acquisition of the Properties
“Agreement”	the property ownership transfer agreement in respect of the Properties
“Applicable Percentage Ratio(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Haitong Unitrust International Financial Leasing Co., Ltd. (海通恆信國際融資租賃股份有限公司), a company incorporated in the PRC in July 2004 and converted into a joint stock company with limited liability on May 27, 2017, the H shares of which are listed on the Stock Exchange (stock code: 1905)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	has the meaning ascribed to it under the section headed “The Acquisition — Consideration and basis of determination of Consideration” in this circular
“Directors”	the directors of the Company
“EGM”	an extraordinary general meeting of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary 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 Stock Exchange
“HK Property Valuation”	has the meaning ascribed to it under the section headed “The Acquisition — Consideration and basis of determination of Consideration” in this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	September 21, 2022, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China (excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular only)

DEFINITIONS

“Properties”	the property located at 2–12/F, No. 599 South Zhongshan Road (i.e. Property A) and the property located at 1–2/F, No. 666 Waima Road, Huangpu District, Shanghai
“Property A”	the property located at 2 -12/F, No. 599 South Zhongshan Road, Huangpu District, Shanghai
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	the domestic share(s) and H share(s) of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Transferor” or “Xinjing Binjiang”	Shanghai Xinjing Binjiang Investment Development Company Limited (上海鑫景濱江投資發展有限公司), a company incorporated in the PRC with limited liability
“%”	per cent

LETTER FROM THE BOARD OF DIRECTORS



海通恆信國際融資租賃股份有限公司

Haitong Unitrust International Financial 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 (Chairman of the Board)

Ms. ZHOU Jianli

Non-executive Directors:

Mr. REN Peng

Ms. HA Erman

Mr. LU Tong

Mr. WU Shukun

Mr. ZHANG Shaohua

Independent Non-executive Directors:

Mr. YAO Feng

Mr. ZENG Qingsheng

Mr. WU Yat Wai

Mr. YAN Lixin

Registered Office:

No. 599 South Zhongshan 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, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

September 23, 2022

To the Shareholders,

MAJOR TRANSACTION IN RELATION TO ACQUISITION OF PROPERTIES

INTRODUCTION

Reference is made to the announcements of the Company dated July 11, 2022 and July 25, 2022.

On July 25, 2022, the Company was notified by the Shanghai United Assets and Equity Exchange of the successful bid for the Properties and on July 27, 2022, the Company entered into the Agreement with the Transferor, pursuant to which the Company has agreed to acquire and the Transferor has agreed to sell the Properties at the consideration of RMB1,672,770,000.

The purpose of this circular is to provide you with, among other things, further details of the Acquisition and other information required under the Listing Rules.

LETTER FROM THE BOARD OF DIRECTORS

THE ACQUISITION

The Agreement

The principal terms of the Agreement are summarized below:

Date	:	July 27, 2022
Parties	:	(1) The Company, as the transferee; and (2) Xinjing Binjiang, as the transferor
Subject properties	:	The Properties located at 2–12/F, No. 599 South Zhongshan Road and 1–2/F, No. 666 Waima Road, Huangpu District, Shanghai with a total actual above-ground area of 13,985.63 square meters, of which the property located at No. 599 South Zhongshan Road has an actual above-ground area of 12,416.85 square meters and the property located at No. 666 Waima Road has an actual above-ground area of 1,568.78 square meters, for office use.
Consideration and basis of determination of Consideration	:	The consideration for the acquisition of the Properties is RMB1,672,770,000 (the “ Consideration ”). The Consideration was the bid price made by the Company during a public tender, and was in turn determined with reference to (i) the base price of transfer in the public tender placed by the Transferor on the Shanghai United Assets and Equity Exchange; and (ii) the valuation of the Properties as appraised by an independent valuer engaged by the Company (using the market comparison approach) (the “ HK Property Valuation ”). The valuation of the Properties is RMB1,678,000,000 as at June 30, 2022. For details of the HK Property Valuation, please refer to Appendix III of this circular.

Based on the above, the Directors consider that the Consideration is fair and reasonable.

LETTER FROM THE BOARD OF DIRECTORS

Payment arrangement : The Consideration shall be settled in the following manner:

- (1) The Company has paid to the Shanghai United Assets and Equity Exchange a security deposit of RMB501,831,000 which became part of the transaction price upon the signing of the Agreement.
- (2) The Company shall pay the transaction price and transaction handling fee, except for the security deposit, to the designated account of the Shanghai United Assets and Equity Exchange in one lump sum within 5 business days upon the signing of the Agreement.

If the Company fails to pay the transaction price on time, the Transferor has the right to suspend the subsequent Properties sale transaction. If the Company is late in paying the transaction price, the Transferor will charge a late payment fee of 0.05% of the total purchase price per day; if the payment exceeds 30 days, it shall be deemed to be in default of the Company and the Transferor shall have the right to deduct the entire security deposit and dispose of the subject matter separately in public and request the Company to compensate for actual losses. The Shanghai United Assets and Equity Exchange shall pay the full price to the account designated by the Transferor within 3 business days after the issuance of the transaction certificate and the application of the Transferor.

The Consideration is funded by the Group's self-owned funds and bank borrowings.

Save as to the payment obligation of the Company, the completion of the transfer of the Properties contemplated under the Agreement is not subject to any other condition precedent. As at the Latest Practicable Date, the delisting of the Properties from the Shanghai United Assets and Equity Exchange, the signing of the Agreement and the settlement of the payment and transaction fees of the Properties have been completed, and the handover procedures of the Properties have been completed. Payment of the relevant taxes are scheduled to be made before the end of October 2022 for the application for the title certificate.

INFORMATION ABOUT THE GROUP

The Group is principally engaged in the provision of finance to its customers under finance lease arrangements, operating lease arrangements, the provision of advisory services and other services.

INFORMATION ABOUT THE TRANSFEROR

The business scope of Xinjing Binjiang includes the development and operation management of offices, commercial facilities and ancillary car parks, property management, hotel management, exhibition services, sales of general merchandise, and the import and export of goods and technologies (projects subject to approval as required by laws shall be conducted upon approvals by relevant authorities).

LETTER FROM THE BOARD OF DIRECTORS

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this circular, Xinjing Binjiang is directly held as to 78.07% and 21.93% by Shanghai Bund Riverside Development Company Ltd. (上海外灘濱江綜合開發有限公司) and the Shanghai Gold Exchange, respectively. Shanghai Bund Riverside Development Company Ltd. (上海外灘濱江綜合開發有限公司) is directly held as to 50% by Shanghai Land (Group) Co., Ltd. (which is wholly owned by the State-owned Assets Supervision and Administration Commission of Shanghai) and Shanghai Bund Investment (Group) Co., Ltd (which is wholly owned by the State-owned Assets Supervision and Administration Commission of Huangpu, Shanghai), respectively.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Xinjing Binjiang and its ultimate beneficial owners are third parties independent of the Company and its Connected Persons.

REASONS AND BENEFITS OF THE ACQUISITION

In order to meet the business development needs of the Group and further improve the operation management of the Company, the Company intends to purchase the units located at No. 599 South Zhongshan Road and the neighboring units located at No. 666 Waima Road, which will effectively enhance the working environment of its employees and boost its corporate competitiveness and social influence.

The Directors consider that the terms of the transactions under the Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole. The Directors confirmed that the transactions are conducted in the ordinary and usual course of business of the Group on normal commercial terms and that the transactions will have no material adverse impact on the operations and financial position of the Group.

FINANCIAL EFFECTS OF THE ACQUISITION

Based on the unaudited pro forma financial information of the Group set out in Appendix II to this circular, it is expected that upon completion of the Acquisition, (a) total assets will increase by approximately RMB825,398 thousand, including an increase in property and equipment of approximately RMB1,657,525 thousand, a decrease in right-of-use assets of approximately RMB59,232 thousand, a decrease in cash and bank balances of approximately RMB853,498 thousand, and an increase in other assets of approximately RMB80,603 thousand; (b) total liabilities will increase by approximately RMB819,802 thousand, including an increase in borrowings of approximately RMB772,960 thousand (including an increase in bank borrowings of approximately RMB836,000 thousand and a decrease in lease liabilities of approximately RMB63,040 thousand), and an increase in other liabilities of approximately RMB46,842 thousand; (c) net assets will increase by approximately RMB5,596 thousand (including gains from derecognition of right-of-use assets, lease liabilities and professional fees). There will be no material impact on the profit of the Group for the year ended December 31, 2022.

APPLICATION FOR WAIVER FROM STRICT COMPLIANCE WITH RULE 14.67(6)(b)(i) OF THE LISTING RULES

Pursuant to Rule 14.67(6)(b)(i) of the Listing Rules, in respect of revenue-generating properties with an identifiable income stream or assets valuation, the Company is required to include in this circular a profit and loss statement for the three preceding financial years (or less, where the asset has been held by the vendor for a shorter period) on the identifiable net income stream, and valuation in relation to such assets which must be reviewed by the auditors or reporting accountants to ensure that such information has been properly compiled and derived from the underlying books and records (the "P&L Disclosure"). Given that the Property A was leased and occupied by the Company from January 1, 2019 to July 31, 2022, according to Rule 14.67(6)(b)(i) of the Listing Rules the Property A is subject to the P&L Disclosure.

LETTER FROM THE BOARD OF DIRECTORS

The Company has applied for a waiver from strict compliance with the requirements under Rule 14.67(6)(b)(i) of the Listing Rules on the following grounds:

- i. The Property A is acquired by the Group for its own use rather than for revenue-generating purpose and therefore the amount of gross income of the Property A during the Relevant Period is not meaningful to the Company. In addition, the provision of the amount of gross income of the Property A will add no value and will not be meaningful to the Company for ascertaining the title of the Property, nor will the provision of such amount be relevant to the Company in determining the Consideration.
- ii. The P&L Disclosure requires the Company to prepare a profit and loss statement and valuation (where available) for the three preceding financial years (i.e. the three financial years ended December 31, 2019, 2020 and 2021) and a stub period covering a financial period ended 6 months or less before this circular is issued (collectively the “**Relevant Period**”) on the identifiable net income stream and valuation of the Property A. In order to comply with the P&L Disclosure requirement, the Company and its auditors would need to have access to the underlying books and records as regards to the Property A from which the necessary information are to be extracted. Despite the Company’s request, the Company had not been granted access to the Transferor’s underlying books and records for the Relevant Period concerning the Property A given that those books and records contain other information which is confidential and not relevant to the Acquisition and that the Transferor is under no legal obligation to provide such relevant information to the Company. Without those books and records, the Company is unable to properly compile the profit and loss statement for the Property A’s net income stream in the Relevant Period.
- iii. The Company has engaged Cushman & Wakefield Limited, an independent property valuer, to provide an opinion on the market value of the Properties as at June 30, 2022 (the “**Valuation Report**”). The full text of the Valuation Report is included as an appendix to this circular. In addition to the Valuation Report, the Company has also included a table of monthly expenses estimated to be incurred by the Group for the Property A and a summary of the lease of the Property A between the Transferor and the Company from January 1, 2019 to July 31, 2022 (together with the Valuation Report, the “**Alternative Disclosures**”) in this circular as alternative disclosures to the P&L Disclosure. The Alternative Disclosures will provide the Shareholders with sufficient information necessary for making a properly informed assessment on the Acquisition, and therefore the omission of the P&L Disclosure would not render this circular materially incomplete, misleading or deceptive.
- iv. The Acquisition has been approved irrevocably and unconditionally by Haitong UT Capital Group Co., Limited, a majority Shareholder beneficially holding a total of 4,559,153,176 shares of the Company, representing approximately 55.36% of the total issued shares of the Company as at the date of this letter.

LETTER FROM THE BOARD OF DIRECTORS

In light of the above, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 14.67(6)(b)(i) of the Listing Rules, on the condition that this circular must contain details of such waiver and the alternative disclosures submitted by the Company. As Alternative Disclosures, the Company has set out the Valuation Report and a summary of the lease of the Property A between the Transferor and the Company from January 1, 2019 to July 31, 2022 in Appendix III to this circular and the monthly expenses estimated to be incurred by the Group for the Property A after the Acquisition as follows:

	Estimated monthly recurring expenses RMB('000)
Property tax and land use tax ⁽¹⁾	1,034
Property management fee ⁽²⁾	410
Insurance ⁽³⁾	13
Total	1,457

Notes:

- (1) The estimated property tax is calculated according to the provisions under the Provisional Regulations of the People's Republic of China on Real Estate Tax and other applicable PRC tax laws with reference to the intended use status and the tax basis of the Property A after the Acquisition; and the estimated land use tax is calculated according to the Interim Regulations of the People's Republic of China on Urban and Town Land Use Tax with reference to the land area occupied by the Property A and the applicable local land use tax rate.
- (2) Calculated according to the entrusted property management contract signed regarding the Property A.
- (3) Calculated based on the premium calculation and level of the assets currently held by the Company.

LISTING RULES IMPLICATIONS

As the highest Applicable Percentage Ratio under Rule 14.07 of the Listing Rules in respect of the Acquisition exceeds 25% but is lower than 100%, the Acquisition constitutes a major transaction of the Company and is therefore subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any material interest in the Acquisition, and no Shareholder would be required to abstain from voting should an EGM be convened by the Company to approve the Acquisition. The Company has obtained an irrevocable and unconditional written approval for the Acquisition from Haitong UT Capital Group Co., Limited (which beneficially owned 4,559,153,176 shares of the Company, representing approximately 55.36% of the issued voting shares of the Company, both as at the Latest Practicable Date). Accordingly, in accordance with Rule 14.44 of the Listing Rules, the Shareholders' approval requirement in respect of the Acquisition under Chapter 14 of the Listing Rules has been satisfied in lieu of a Shareholders' general meeting of the Company.

LETTER FROM THE BOARD OF DIRECTORS

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Agreement are fair and reasonable and the Acquisition is in the interest of the Company and the Shareholders as a whole. Although a general meeting will not be convened by the Company to approve the Agreement and the Acquisition, if such a general meeting were to be convened by the Company, the Board would recommend the Shareholders to vote in favour of the resolution to approve the Agreement and the Acquisition.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,

By order of the Board of Directors

Haitong Unitrust International Financial Leasing Co., Ltd.

DING Xueqing

Chairman

1. Financial Information of the Group

Financial information of the Group for the three years ended December 31, 2019, 2020 and 2021 are disclosed in the following documents which have been published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.utfinancing.com):

- the annual report of the Company for the year ended December 31, 2019 dated April 2, 2020 (pages 181 to 308)

<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0402/2020040200881.pdf>

- the annual report of the Company for the year ended December 31, 2020 dated April 20, 2021 (pages 199 to 328)

<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0420/2021042000347.pdf>

- the annual report of the Company for the year ended December 31, 2021 dated April 20, 2022 (pages 134 to 268)

<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0420/2022042000896.pdf>

2. Indebtedness Statement

- (1) Bank borrowings and other financial institutions borrowings

As at 31 July 2022, the outstanding bank and other financial institutions borrowings of the Group was approximately RMB44,975 million. As at 31 July 2022, the Group had unutilized banking facilities of RMB30,929 million, which were secured by receivables from finance lease business and property and equipment.

- (2) Bonds payable

As at 31 July 2022, the Group had bonds payable of approximately RMB39,565 million.

- (3) Lease liabilities

As at 31 July 2022, the Group had lease liabilities of approximately RMB48 million.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, at the close of business on 31 July 2022, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, or other similar indebtedness, liabilities under acceptances or acceptance credits, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities.

Statement of indebtedness of the Group

As at 31 July 2022, being the latest practicable date for the purpose of this indebtedness statement, the indebtedness of the Group was as follows:

	As at July 31 2022 RMB('000)
Bank borrowings	43,428,238
Other financial institutions borrowings	1,546,302
Bonds payable	39,564,902
Amount due to related parties	—
Lease liabilities shown under current liabilities	26,681
Lease liabilities shown under non-current liabilities	20,956
Total indebtedness	84,587,079

3. Financial and Trading Prospects of the Group

In the first half of 2022, in line with national strategies and regulatory policies, the Group remained committed to providing leasing services, developed industries, overcame adverse effect of the pandemic and continued to serve the real economy. Various financial indicators remained stable, with progressive growth in net profit.

In the second half of 2022, the Group will pay close attention to the domestic and international economic conditions, pandemic development and geopolitical conflicts and continue to adhere to the principle of serving the real economy with financial services and promote the normalized management of pandemic prevention and control in the course of operation and development. The Group will be committed to its development strategies to speed up digitalization, refine regional layout and integrate and optimize resources allocation. It will also improve risk prevention and assets management to further consolidate the asset quality. The Group will continue to expand the application of fin-tech to support its business development with innovation. The Group will capitalize on the upgrade in the industry and transformation of market drivers and leverage the opportunity arising from government policies such as “emission peak and carbon neutrality” and the “14th Five-Year Plan” on the industrial sectors to strengthen its competitive business foundation while exploring new development opportunities. The Group will cater for the increasingly diverse needs of its customers by capitalizing on its advantage of “financing with capital + goods”. It will also continue to consolidate its leading position and competitive strengths through the following strategies to promote professional, high-quality and sustainable development of the Company.

4. Working Capital Sufficiency

The Directors, after due and careful consideration, are of the opinion that, after taking into account of the Group’s money funds, other internal resources available, available credit facilities and also the effect of the Acquisition, the Group will have sufficient working capital for its present requirements and for at least 12 months from the date of publication of this circular. The Company has obtained the relevant letter as required under Rule 14.66(12) of the Listing Rules.

5. Material Adverse Change

The Directors confirmed that, as at the Latest Practicable Date, there has been no material adverse change in the financial or trading position of the Group since December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Group were made up.

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is an illustrative unaudited pro forma consolidated statement of assets and liabilities of the Group (the “Unaudited Pro Forma Financial Information”) prepared in accordance with Rule 4.29 of the Listing Rules and on the basis of the notes set out below, to illustrate the financial position of the Group as if the Acquisition had been taken place on 30 June 2022.

The Unaudited Pro Forma Financial Information has been prepared using accounting policies consistent with those of the Group as set out in the published annual report of the Group for the year ended 31 December 2021 and the published interim report of the Group for the six months ended 30 June 2022.

This Unaudited Pro Forma Financial Information has been prepared by the Directors solely for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Acquisition been taken place on 30 June 2022 or any future date. Accordingly, the financial position of the Group as shown in the Unaudited Pro Forma Financial Information may not be indicative of the Group’s future financial position upon the completion of the Acquisition.

The Unaudited Pro Forma Financial Information should be read in conjunction with the other financial information included elsewhere in this circular.

APPENDIX II	UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP
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**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF ASSETS AND
LIABILITIES OF THE GROUP AS AT 30 JUNE 2022**

	Consolidated statement of assets and liabilities of the Group as at 30 June 2022 RMB'000 Note1	Pro forma adjustments RMB'000 Note2 Note3 Note4			Unaudited pro forma adjusted consolidated statement of assets and liabilities of the Group as at 30 June 2022 RMB'000
Non-current assets					
Property and equipment	5,605,986	—	1,657,525	—	7,263,511
Right-of-use assets	106,814	—	—	(59,232)	47,582
Intangible assets	13,283	—	—	—	13,283
Finance lease receivables	7,958,405	—	—	—	7,958,405
Receivables arising from sale and leaseback arrangements	39,404,886	—	—	—	39,404,886
Financial assets at fair value through profit or loss	115,110	—	—	—	115,110
Loans and receivables	9,327	—	—	—	9,327
Deferred tax assets	1,422,926	—	—	—	1,422,926
Other assets	2,390,648	—	—	—	2,390,648
Total non-current assets	57,027,385	—	1,657,525	(59,232)	58,625,678
Current assets					
Finance lease receivables	17,382,485	—	—	—	17,382,485
Receivables arising from sale and leaseback arrangements	28,796,531	—	—	—	28,796,531
Loans and receivables	433,642	—	—	—	433,642
Other assets	1,369,938	—	80,603	—	1,450,541
Accounts receivable	97,542	—	—	—	97,542
Financial assets held under resale agreements	300,006	—	—	—	300,006
Financial assets at fair value through profit or loss	1,444,646	—	—	—	1,444,646
Derivative financial assets	86,961	—	—	—	86,961
Cash and bank balances	9,252,443	836,000	(1,689,498)	—	8,398,945
Total current assets	59,164,194	836,000	(1,608,895)	—	58,391,299
Total assets	116,191,579	836,000	48,630	(59,232)	117,016,977

	Consolidated statement of assets and liabilities of the Group as at 30 June 2022 RMB'000 Note1	Pro forma adjustments RMB'000 Note2 Note3 Note4			Unaudited pro forma adjusted consolidated statement of assets and liabilities of the Group as at 30 June 2022 RMB'000
Current liabilities					
Borrowings	26,738,968	—	—	(32,152)	26,706,816
Derivative financial liabilities	108,448	—	—	—	108,448
Accrued staff costs	241,416	—	—	—	241,416
Accounts payable	5,295	—	—	—	5,295
Bonds payable	21,570,210	—	—	—	21,570,210
Income tax payable	311,894	—	—	—	311,894
Other liabilities	7,321,031	—	49,720	(2,878)	7,367,873
Total current liabilities	56,297,262	—	49,720	(35,030)	56,311,952
Non-current liabilities					
Borrowings	20,077,976	836,000	—	(30,888)	20,883,088
Bonds payable	16,187,749	—	—	—	16,187,749
Deferred tax liabilities	14,997	—	—	—	14,997
Other liabilities	5,744,064	—	—	—	5,744,064
Total non-current liabilities	42,024,786	836,000	—	(30,888)	42,829,898
Total liabilities	98,322,048	836,000	49,720	(65,918)	99,141,850
Net Assets	17,869,531	—	(1,090)	6,686	17,875,127

B. NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES OF THE GROUP

Note 1. The amounts are extracted from the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2022 as set out in the published 2022 interim report of the Company.

Note 2. The Group had obtained a ten-year mortgage bank loan of RMB836 million to finance the Acquisition in July 2022.

Note 3. The adjustment represents (i) the consideration amounting to approximately RMB1,593 million (value added tax excluded); (ii) transaction costs and related taxes of approximately RMB64 million; (iii) professional fee amounting to approximately RMB1 million and (iv) input value added tax amounting to approximately RMB81 million.

	Note	RMB'000
Consideration of the Acquisition		
(value added tax excluded)	(i)	1,593,114
Transaction costs and related taxes	(ii)	64,411
Subtotal		1,657,525
Professional fee	(iii)	1,090
Input value added tax	(iv)	80,603
Total		1,739,218

(i): The consideration for the Acquisition (value added tax excluded) is RMB1,593.11 million.

(ii): The amount represents estimated transaction costs of approximately RMB64.41 million payable by the Group in connection with the Acquisition, which included commission amounting to RMB15.78 million (value added tax excluded) and deed duty and stamp duty payable amounting to RMB48.63 million.

(iii): The amount represents estimated professional fee of approximately RMB1.09 million payable by the Group in connection with the Acquisition, which included the legal fee and other professional fees in relation to the Acquisition.

(iv): The input value added tax raising from the Acquisition is RMB80.60 million.

Note 4. The Group had entered into a lease agreement with Shanghai Xinjing Binjiang Investment Development Company Limited (the “transferor”) to rent the property on No.599 South Zhongshan Road for a period from 9 May 2019 to 30 June 2024 as office premise. Upon the completion of the transaction, the Group will terminate the lease agreement with the transferor and as a result, the corresponding rights of use asset and lease liability recognized by the Group will be de-recognized.

Note 5. No other adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2022.

The following is the text of a report on the unaudited pro forma financial information received from PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this circular.



羅兵咸永道

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of Haitong Unitrust International Financial Leasing Co., Ltd.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Haitong Unitrust International Financial Leasing Co., Ltd. (the "Company") and its subsidiaries (collectively the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of assets and liabilities as at 30 June 2022 and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages II-1 to II-4 of the Company's circular dated 23 September 2022 (the "Circular"), in connection with the proposed acquisition of No. 599 South Zhongshan Road and property on No. 666 Waima Road (the "Acquisition") by the Company. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-4 of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Acquisition on the Group's financial position as at 30 June 2022 as if the Acquisition had taken place at 30 June 2022. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the six months ended 30 June 2022, on which a review report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

*PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
Tel: +852 2289 8888, Fax: +852 2810 9888, www.pwchk.com*

Our firm applies Hong Kong Standard on Quality Control 1 issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Acquisition at 30 June 2022 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Company, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 23 September 2022

The following is the text of a letter and valuation report prepared for the purpose of incorporation in this circular received from Cushman & Wakefield Limited, an independent property valuer, in connection with its opinion of value of the properties as at 30 June 2022.



27/F
One Island East
Taikoo Place
18 Westlands Road
Quarry Bay
Hong Kong

23 September 2022

The Directors
Haitong Unitrust International Financial Leasing Co., Ltd.
Level 11, No. 599 South Zhongshan Road
Huangpu District
Shanghai
The People's Republic of China

Dear Sirs,

Re: Levels 2 to 12 of the building situated at No. 599 South Zhongshan Road and Levels 1 to 2 of the building situated at No. 666 Waima Road, Huangpu District, Shanghai, the People's Republic of China (the "Properties")
(中國上海市黃浦區中山南路599號大廈的第2層至第12層和外馬路666號大廈的第1層至第2層)

INSTRUCTIONS, PURPOSE AND VALUATION DATE

In accordance with the instructions by Haitong Unitrust International Financial Leasing Co., Ltd. (referred to as the "**Company**") for us to value the Properties in the People's Republic of China (the "**PRC**") (as more particularly described in the valuation report), we confirm that we have carried out inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Properties as at 30 June 2022 (the "Valuation Date").

DEFINITION OF MARKET VALUE

Our valuation of the Properties represents its Market Value which in accordance with HKIS Valuation Standards 2020 published by The Hong Kong Institute of Surveyors ("**HKIS**") is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

VALUATION BASIS AND ASSUMPTIONS

Our valuations exclude an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone associated with the sale, or any element of value available only to a specific owner or purchaser.

In valuing the Properties, we have complied with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities published by The Stock Exchange of the Hong Kong Limited, and The HKIS Valuation Standards 2020 published by HKIS.

In the course of our valuation of the Properties in the PRC, we have relied on the information and advice given by the Company and its legal advisor, Jia Yuan Law Offices, regarding the title of the Properties. In valuing the Properties, we have prepared our valuation on the basis that the owner of the Properties has an enforceable title to the Properties and has free and uninterrupted rights to use, occupy or assign the Properties for the whole of the unexpired land use term as granted.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the Properties nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Properties are free from encumbrances, restrictions and outgoings of any onerous nature which could affect its value.

In respect of the Properties situated in the PRC, the status of title and grant of major certificates, approvals and licenses, in accordance with the information provided by the Company are set out in the notes of the respective valuation report.

METHOD OF VALUATION

In valuing the Properties in the PRC, we have adopted the market comparison approach by making reference to comparable sales evidence as available in the relevant market.

Market comparison approach is the best approach for property valuation in theory because it is a market approach showing what price levels that the buyers really paid for the properties in the market. However, this approach has limitation for application especially in the event that relevant property transactions are few and the nature of properties are not uniform. Market comparison approach is a method of valuation based on comparing the property to be assessed directly with other comparable properties which recently changed hands. These premises are generally located in the surrounding areas or in another market which is comparable to the Properties. However, because of the heterogeneous nature of properties, appropriate adjustments are usually required to allow for any qualitative and quantitative difference that may affect the price likely to be achieved by the property under consideration. The Properties under valuation has sufficient transactions in the relevant market and market comparison approach is a suitable method for valuing the Properties.

SOURCES OF INFORMATION

In the course of our valuations, we have relied to a very considerable extent on the information given to us by the Company regarding the title of the Properties. We have accepted advice given by the Company on such matters as planning approvals or statutory notices, easements, tenure, identification of land and buildings, particulars of occupancy, site and floor areas, and all other relevant matters.

Dimensions, measurements and areas included in the valuation report are based on information provided to us and are therefore only approximations. We have had no reason to doubt the truth and accuracy of the information provided to us which is material to the valuations. We were also advised by the Company that no material facts have been omitted from the information provided.

TITLE INVESTIGATION

We have been provided with extracts of documents relating to the title of the Properties in the PRC but no searches have been made in respect of the Properties. We have not searched the original documents to verify ownership or to ascertain any amendment which may not appear on the copies handed to us. We are also unable to ascertain the title of the Properties in the PRC and we have therefore relied on the advice given by the Company and the PRC legal opinion prepared by the Company's legal advisor regarding the Properties.

SITE INSPECTION

Our valuer, Ms. Joyce Tao has inspected the exterior and, whenever possible, the interior of the Properties on 6 July 2022. However, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are, however, not able to report that the Properties are free of rot, infestation or any other structural defects. No tests were carried out to any of the services. Unless otherwise stated, we have not been able to carry out on-site measurements to verify the site and floor areas of the Properties and we have assumed that the area shown on the documents handed to us are correct. All documents have been used for reference only and all dimensions, measurements and areas are approximate.

Ms. Joyce Tao has 11-year experience in property valuation in the PRC.

CURRENCY

Unless otherwise stated, all sums stated in our valuations are in Renminbi, the official currency of the PRC.

We enclose herewith our valuation report.

Yours faithfully,
for and on behalf of
Cushman & Wakefield Limited
Philip C Y Tsang
Registered Professional Surveyor (General Practice)
MSc, MRICS, MHKIS
Director
Valuation & Advisory Services

Note: Mr. Philip C Y Tsang is a Registered Professional Surveyor who has over 29 years of experience in the valuation of properties in the PRC.

This valuation report is prepared by Mr. Peter W. C. Loi, MRICS, MHKIS, RPS (General Practice), Registered China Real Estate Appraiser who has over 28 years of experience in the valuation of properties in the PRC, under the supervision of Mr. Philip C Y Tsang.

VALUATION REPORT

The Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 30 June 2022
Levels 2 to 12 of the building situated at No. 599 South Zhongshan Road and Levels 1 to 2 of the building situated at No. 666 Waima Road, Huangpu District, Shanghai, the PRC	<p>The subject buildings are a high-end commercial development with office, commercial and car parking spaces.</p> <p>Completed in 2019, the Properties comprises 11 aboveground floors of the office building from Level 2 to Level 12 and 2 aboveground floors of the commercial building from Level 1 to Level 2.</p>	Levels 2 to 12 of the building situated at No. 599 South Zhongshan Road was leased and occupied by the Company from 1 January 2019 to 31 July 2022 at a monthly rent of RMB3,021,434 (with a rent-free period of six months).	RMB1,678,000,000 (Renminbi One Billion Six Hundred Seventy Eight Million only)
中國 上海市 黃浦區 中山南路599號 大廈的第2層至 第12層和 外馬路666號 大廈的第1層至 第2層	<p>The total gross floor area of the Properties is approximately 13,985.63 sq. m with details shown in Note (6).</p> <p>The immediate locality of the Properties is an urban area in Shanghai where are predominated by commercial, office and residential developments with communal facilities.</p> <p>The Properties are held with land use rights for office use with a term of 50 years from 11 June 2014 to 10 June 2064 and for commercial use with a term of 40 years from 11 June 2014 to 10 June 2054.</p>	<p>As advised by the Company, the tenancy has been terminated on 31 July 2022.</p> <p>Levels 1 to 2 of the building situated at No. 666 Waima Road is vacant.</p>	

Notes:

- (1) According to Real Estate Title Certificate No. (2019) 006872 issued by 上海市自然資源確權登記局 (Shanghai Municipality Nature Resource Rights Registry Bureau) on 30 September 2019, the land use rights and building ownership of the Properties with a total gross floor area of 55,612.84 sq. m. have been vested in 上海鑫景濱江投資發展有限公司 (Shanghai Xinjing Binjiang Investment Development Co., Ltd.) for office use with a term of 50 years from 11 June 2014 to 10 June 2064 and for commercial use with a term of 40 years from 11 June 2014 to 10 June 2054.

The Properties comprise a portion of the buildings in the above Real Estate Title Certificate.

- (2) According to the announcement released by the Company on 25 July 2022, the Company had acquired the Properties successfully through the tender process at a consideration of RMB1,672,770,000.
- (3) According to the Business License dated 22 September 2016, 上海鑫景濱江投資發展有限公司 (Shanghai Xinjing Binjiang Investment Development Co., Ltd.) has been established on 10 March 2014 as a limited company with a registered capital of RMB810,000,000.

- (4) We have been provided with a legal opinion issued by the Company's PRC legal advisor, which contains, inter alia, the following information:

- (i) The Real Estate Title Certificate of the Properties is legal, valid and enforceable under the PRC laws;
- (ii) 上海鑫景濱江投資發展有限公司 (Shanghai Xinjing Binjiang Investment Development Co., Ltd.) is the legal user of the Properties and has obtained Real Estate Title Certificate of the Properties; and
- (iii) 上海鑫景濱江投資發展有限公司 (Shanghai Xinjing Binjiang Investment Development Co., Ltd.) has the rights to use, transfer and dispose of the land use rights and building ownership of the Properties in accordance with the PRC laws and regulations.

- (5) The status of title and grant of major approvals and licenses in accordance with the information provided by the Company are as follows:

Real Estate Title Certificate	Yes
Business License	Yes

- (6) The breakdown of the market value of the Properties by each floor are shown as follows.

No.	Address in	Gross floor area (sq. m.)	Market value in existing state
			as at 30 June 2022 (RMB)
1	Level 12 in No. 599 South Zhongshan Road	841.15	98,000,000
2	Level 11 in No. 599 South Zhongshan Road	1,160.69	135,000,000
3	Level 10 in No. 599 South Zhongshan Road	1,160.69	135,000,000
4	Level 9 in No. 599 South Zhongshan Road	1,160.69	135,000,000
5	Level 8 in No. 599 South Zhongshan Road	1,160.69	135,000,000
6	Level 7 in No. 599 South Zhongshan Road	1,155.49	134,000,000
7	Level 6 in No. 599 South Zhongshan Road	1,155.49	134,000,000
8	Level 5 in No. 599 South Zhongshan Road	1,155.49	134,000,000
9	Level 4 in No. 599 South Zhongshan Road	1,155.49	134,000,000
10	Level 3 in No. 599 South Zhongshan Road	1,155.49	134,000,000
11	Level 2 in No. 599 South Zhongshan Road	1,155.49	134,000,000
12	Levels 1 and 2 in No. 666 Waima Road	1,568.78	236,000,000
Total		13,985.63	1,678,000,000

- (7) Our major parameters adopted in our method of valuation are as follows.

Use	Market unit price (RMB/sq. m.)
Office	116,000
Commercial on Level 1	160,000

In valuing the Properties in the PRC, we have adopted the market comparison approach by making reference to comparable sales evidence as available in the relevant market.

Market comparison approach is the best approach for property valuation in theory because it is a market approach showing what price levels that the buyers really paid for the properties in the market. Market comparison approach is a method of valuation based on comparing the property to be assessed directly with other comparable properties which recently changed hands. These premises are generally located in the surrounding areas or in another market which is comparable to the Properties. However, because of the heterogeneous nature of properties, appropriate adjustments are usually required to allow for any qualitative and quantitative difference that may affect the price likely to be achieved by the property under consideration. The Properties under valuation has sufficient transactions in the relevant market and market comparison approach is a suitable method for valuing the Properties.

In undertaking our valuation, we have made reference to various recent sales of other similar properties within the same district.

The selling prices of those similar office properties range from approximately RMB100,000 per sq. m. to RMB176,000 per sq. m. After undertaking appropriate adjustments to those comparable unit selling prices, we adopted the unit price of RMB116,000 per sq. m. for the Properties.

The selling prices of those similar commercial properties on Level 1 range from approximately RMB117,000 per sq. m. to RMB177,000 per sq. m. After undertaking appropriate adjustments to those comparable unit selling prices, we adopted the unit price of RMB160,000 per sq. m. for the Properties.

The above market unit price adopted by us are consistent with the level of the recent sales of other similar properties within the same district as mentioned above.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

Directors', Supervisors' and chief executive's interests in securities

As at the Latest Practicable Date, none of the Directors, Supervisors or the chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Directors, Supervisors, chief executives or their respective associates are deemed to have under such provisions of the SFO), or which were required to be entered in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were otherwise required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Substantial Shareholders' interests in securities

The register of substantial Shareholders maintained by the Company pursuant to section 336 of the SFO (including interests filed with the Stock Exchange) shows that as at the Latest Practicable Date, the following persons (other than the Directors, the chief executive and the Supervisors) had the following interests and short positions (if any) in the shares and underlying shares of the Company:

Name	Class of Shares	Identity/Nature of interest	Total number of Shares held	Percentage of total issued Shares of the Company	Percentage of total issued Shares of the same class of the Company	Long position/ Short position
Haitong Securities Co., Ltd. ("Haitong Securities")	H Shares	Interests of controlled corporation ⁽¹⁾	4,559,153,176	55.36%	78.68%	Long position
	Domestic Shares	Interests of controlled corporation ⁽¹⁾	2,440,846,824	29.64%	100%	Long position
Haitong International Holdings Limited ("Haitong International") ⁽³⁾	H Shares	Interests of controlled corporation ⁽²⁾	4,559,153,176	55.36%	78.68%	Long position
Haitong UT Capital Group Co., Limited ("Haitong UT Capital")	H Shares	Beneficial owner ⁽¹⁾⁽²⁾	4,559,153,176	55.36%	78.68%	Long position

Name	Class of Shares	Identity/Nature of interest	Total number of Shares held	Percentage of total issued	Percentage of total issued	Long position/ Short position
				Shares of the Company	Shares of the same class of the Company	
Haitong Innovation Securities Investment Co., Ltd.	Domestic Shares	Beneficial owner ⁽¹⁾	2,440,846,824	29.64%	100%	Long position

- (1) Haitong Securities holds 100% of equity interests in Haitong Innovation Securities Investment Co., Ltd. and Haitong International Holdings Limited. Hence, pursuant to the SFO, Haitong Securities is deemed to be interested in the 2,440,846,824 Domestic Shares held by Haitong Innovation Securities Investment Co., Ltd. and the 4,559,153,176 H Shares held by Haitong International Holdings Limited through Haitong UT Capital.
- (2) Haitong International Holdings Limited holds the 100% of equity interests in Haitong UT Capital. Hence, pursuant to the SFO, Haitong International Holdings Limited is deemed to be interested in the 4,559,153,176 H Shares held by Haitong UT Capital.
- (3) On July 15, 2022, as part of an intra group restructuring, Haitong International, Haitong Securities and Haitong UT Capital entered into a share transfer agreement, pursuant to which the Haitong International agreed to sell, and Haitong Securities agreed to buy the entire issued share capital of Haitong UT Capital. Upon completion of said share transfer, the Haitong UT Capital will be directly wholly owned by the Haitong Securities and Haitong International will cease to be an indirect controlling shareholder of the Company. The completion of the said share transfer is subject to the satisfaction (or, as the case may be, waiver) of such conditions precedent to completion as may be specified in the share transfer agreement. For further details, please refer to the announcement of the Company dated July 15, 2022.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors or the chief executive of the Company, there was no other person, other than Directors, the chief executive or Supervisors of the Company and (in the case of the other members of the Group) other than the Company, who had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

	Position(s) in the Company	Position(s) in Haitong UT Capital	Position(s) in Haitong Securities
Mr. DING Xueqing	Chairman and Director	director	—
Mr. REN Peng	Director	director	director
Mr. WU Shukun	Director	director	—

Save as disclosed above, as at the Latest Practicable Date, none of the Directors are also a director or employee of substantial Shareholders of the Company as set out above.

3. DIRECTORS' INTEREST IN ASSETS OR CONTRACTS

- (a) As at the Latest Practicable Date, none of the Directors was interested, directly or indirectly, in any assets which, since December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Group were made up, had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.
- (b) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective close associates had any interest in a business which competed or might compete with the business of the Company.

5. DIRECTORS' SERVICE CONTRACT

The Company has entered into a letter of appointment with each of the Directors. As at the Latest Practicable Date, none of the Directors had entered or proposed to enter into a service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance nor was any litigation or claims of material importance known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

As at the Latest Practicable Date, the following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or any of its subsidiaries within two years immediately preceding the Latest Practicable Date and are or may be material:

- i. the Agreement; and
- ii. On March 30, 2021, the Company (as the seller) entered into the sale and purchase framework agreement with Haitong Securities Co., Ltd. (as the purchaser), pursuant to which the Company agreed to sell and Haitong Securities Co., Ltd. agreed to purchase the office to be built on the Land Parcel and to be located at Block B1, No. 868 Zhongshannan Road, Shanghai (“**B1 Office**”) and the all parking spaces allocated to B1 Office at a total consideration of RMB1,435 million with a unit price of RMB89,529/square meter.

8. EXPERTS AND CONSENTS

The following are the qualifications of the experts who had given opinions contained in this circular:

Name	Qualification
Cushman & Wakefield Limited	Professional surveyor and valuer
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountant Ordinance (Cap. 50 of Laws of Hong Kong) and Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Cap. 588 of Laws of Hong Kong)

As at the Latest Practicable Date, each of the above experts had given and had not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter, report and/or opinion dated the date of this circular and references to its name in the form and context in which they appear.

As at the Latest Practicable Date, each of the above experts did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, each of the above experts did not have any interests, either direct or indirect, in any assets which have been acquired or disclosed of by or leased to or are proposed to be acquired or disposed of by, or leased to any member of the Group since December 31, 2021, the date to which the latest published audited consolidated financial statements of the Group were made up.

9. DOCUMENTS ON DISPLAY

Copies of the following documents will be on display on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.utfinancing.com) during a period of 14 days from the date of this circular:

- (a) the articles of association of the Company;
- (b) the report from PricewaterhouseCoopers on the Unaudited Pro Forma Financial Information of the Group, the text of which is set out in Appendix II to this circular;
- (c) the letter and valuation certificate prepared by Cushman & Wakefield Limited, the text of which is set out in Appendix III to this circular;
- (d) the letters of consent referred to in the section headed "Experts and Consents" in this appendix;
- (e) the material contracts referred to in the section headed "Material Contracts" in this appendix; and
- (f) this circular.

10. MISCELLANEOUS

- (a) The joint company secretaries of the Company are Mr. FU Da and Ms. SO Shuk Yi Betty. Ms. SO Shuk Yi Betty currently serves as a vice president of SWCS Corporate Services Group (Hong Kong) Limited, an external service provider. Ms. So has a Master of Chinese and Comparative Law degree from the City University of Hong Kong and a Master of Business Administration from the University of Leicester (long distance learning course). Ms. So was an associate of The Chartered Governance Institute in the United Kingdom and an associate of The Hong Kong Chartered Governance Institute.
- (b) The Company's H Share Registrar is Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.