
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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shandong International Trust Co., Ltd.**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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LUCION

Shandong International Trust Co., Ltd.

山東省國際信託股份有限公司

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

(Stock Code: 1697)

**PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Tower A, No. 2788 Aoti West Road, Lixia District, Jinan, Shandong Province, the PRC on Wednesday, 30 November 2022 at 9:30 a.m. is set out on pages 7 to 8 of this circular, and the proxy form for use is enclosed herewith and also published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.sitic.com.cn>). If you intend to appoint a proxy to attend the EGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon no less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. by 9:30 a.m. on Tuesday, 29 November 2022). Completion, signing and return of the proxy form will not preclude you from attending and voting in person at the EGM.

15 November 2022

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board of Directors” or “Board”	the board of Directors of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission
“Company”	Shandong International Trust Co., Ltd. (山東省國際信託股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 1697)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in Renminbi
“EGM”	the 2022 third extraordinary general meeting of the Company to be held at Tower A, No. 2788 Aoti West Road, Lixia District, Jinan, Shandong Province, the PRC on Wednesday, 30 November 2022 at 9:30 a.m. and any adjournment thereof (as the case may be)
“H Share(s)”	ordinary share(s) of the Company with a nominal value of RMB1.00 each, traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	11 November 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Nomination and Remuneration Committee”	the nomination and remuneration committee under the Board of Directors
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China but excluding, for the purposes of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shandong Office of CBIRC”	Shandong Office of the China Banking and Insurance Regulatory Commission
“Share(s)”	the share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	the holder(s) of the Share(s)

LUCION

Shandong International Trust Co., Ltd.

山東省國際信託股份有限公司

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

(Stock Code: 1697)

Executive Directors:

Mr. Wan Zhong (*Chairperson*)

Mr. Fang Hao (*General Manager*)

Non-executive Directors:

Mr. Wang Zengye (*Vice-chairperson*)

Mr. Zhao Zikun

Ms. Wang Bailing

Independent Non-executive Directors:

Mr. Yen Huai-chiang

Mr. Zheng Wei

Ms. Meng Rujing

Registered office:

No. 166 Jiefang Road

Lixia District, Jinan

Shandong Province, PRC

Principal place of business

in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay, Hong Kong

15 November 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you a notice of the EGM, which is set out on pages 7 to 8 of this circular and to provide you with information in respect of the resolution to be proposed at the EGM to enable you to make informed decisions on voting on the resolution as described below. At the EGM, an ordinary resolution concerning the following matter of the Company will be proposed to consider and approve the proposed appointment of independent non-executive Director.

LETTER FROM THE BOARD OF DIRECTORS

II. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 11 November 2022 in relation to the proposal of the Board of Directors to appoint Ms. Zhang Haiyan (“**Ms. Zhang**”) as an independent non-executive Director. Such appointment is subject to the approval by the Shareholders at the EGM and the approval by the Shandong Office of CBIRC.

The biographical details of Ms. Zhang are set out as follows:

Ms. Zhang Haiyan (張海燕), aged 60, has over 40 years of experience in the banking industry. From December 1979 to July 1996, Ms. Zhang served various positions at the People’s Bank of Licheng District, Jinan, Shandong Province, including deputy chief and chief of planning and research section. From July 1996 to February 2007, she worked at the former Jinan Commercial Bank Co., Ltd. (currently known as Qilu Bank Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 601665)) and successively served as deputy director, director and general manager of audit department. From February 2007 to February 2020, she worked at Qilu Bank Co., Ltd. and served as general manager of internal control department and chief audit officer. She also served as its employee supervisor from July 1999 to February 2020. From September 2014 to February 2020, she concurrently served as chairperson of Zhangqiu Qilu Village Bank Co., Ltd. Ms. Zhang obtained an executive master’s degree in business administration from Zhongnan University of Economics and Law and was accredited as a senior economist by the Economics Professional Accreditation Senior Appraisal Committee of Shandong Province.

The term of office of Ms. Zhang as an independent non-executive Director of the Company shall commence from the date of approval of her appointment by the Shareholders and approval of her qualification by the Shandong Office of CBIRC and end at the expiry of the third session of the Board of Directors. Subject to the approval of her appointment at the general meeting and the approval of her qualification by the Shandong Office of CBIRC, the Company shall enter into a service contract with Ms. Zhang. Ms. Zhang is entitled to a remuneration of RMB100,000 per annum before tax.

As at the Latest Practicable Date, Ms. Zhang does not hold any positions in the Company. Save as disclosed above, Ms. Zhang confirms that (i) she has not held any other directorships in other listed companies in last three years; (ii) she has no relationship with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iii) she does not have any equity interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, there is no other information relating to the appointment of Ms. Zhang that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD OF DIRECTORS

To ensure that the Board of Directors has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and corporate governance, the Board of Directors has adopted the nomination policy of the Company, setting out the process and criteria of identifying potential candidates of Directors of the Company and proposing re-election of Directors. The Nomination and Remuneration Committee, when proposing to elect Ms. Zhang as independent non-executive Director, has been following the Company's nomination policy, which has been set out in the annual report and the website of the Company.

The Board of Directors is of the view that Ms. Zhang has extensive knowledge and experience in internal audit and internal control of financial institutions and other areas, and her track records and experience and professional strengths can provide the Board of Directors with valuable views and can promote the diversity of the Board composition. After reviewing the curriculum vitae and evaluating the independence as required under the Listing Rules, the Board of Directors is satisfied with the independence of Ms. Zhang as a candidate for independent non-executive Director.

III. EGM

The EGM will be held at Tower A, No. 2788 Aoti West Road, Lixia District, Jinan, Shandong Province, the PRC on Wednesday, 30 November 2022 at 9:30 a.m.. A notice convening the EGM is set out on pages 7 to 8 of this circular.

The holders of H Shares and Domestic Shares whose names appear on the registers of the members of the Company on Wednesday, 30 November 2022 are entitled to attend and vote at the EGM. The registers of members of the Company will be closed from Friday, 25 November 2022 to Wednesday, 30 November 2022 (both days inclusive), during which no transfer of Shares can be registered. All transfer documents together with the relevant share certificates must be lodged for registration with the Company's Hong Kong branch H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) or the Company's registered office at No. 166 Jiefang Road, Lixia District, Jinan, Shandong Province, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Thursday, 24 November 2022.

A proxy form for use at the EGM is enclosed herewith and also published on both the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.sitic.com.cn>). If you intend to appoint a proxy to attend the EGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon no less than 24 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. by 9:30 a.m. on Tuesday, 29 November 2022). Completion, signing and return of the proxy form will not preclude you from attending and voting in person at the EGM.

LETTER FROM THE BOARD OF DIRECTORS

IV. LISTING RULES REQUIREMENTS

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at a general meeting must be taken by poll. All resolution at the EGM will be voted by way of poll. The chairperson of the EGM shall therefore demand voting on the resolution set out in the notice of the EGM be taken by way of poll pursuant to Article 88 of the Articles of Association. An announcement on the poll results will be published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.sitic.com.cn>), respectively by the Company after the conclusion of the EGM in the manner prescribed under the Listing Rules.

V. RECOMMENDATION

The Board of Directors believes that all resolution to be proposed at the EGM for consideration are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board of Directors recommends that all Shareholders vote in favour of the relevant resolution to be proposed at the EGM as set out in the notice of the EGM.

VI. 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.

Yours faithfully

By order of the Board of Directors

Shandong International Trust Co., Ltd.

Wan Zhong

Chairperson

NOTICE OF EGM

LUCION

Shandong International Trust Co., Ltd.

山東省國際信託股份有限公司

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

(Stock Code: 1697)

NOTICE OF 2022 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the third extraordinary general meeting of Shandong International Trust Co., Ltd. (the “**Company**”) for the year 2022 (the “**EGM**”) will be held at Tower A, No. 2788 Aoti West Road, Lixia District, Jinan, Shandong Province, the PRC on Wednesday, 30 November 2022 at 9:30 a.m. to consider and, if thought fit, to pass the following resolution.

ORDINARY RESOLUTION

- (1) To consider and approve the appointment of Ms. Zhang Haiyan as an independent non-executive director of the Company.

Yours faithfully,

By order of the board of directors

Shandong International Trust Co., Ltd.

Wan Zhong

Chairperson

Jinan, the People's Republic of China

15 November 2022

NOTICE OF EGM

Notes:

1. The holders of H shares and domestic shares whose names appear on the registers of the members of the Company on Wednesday, 30 November 2022 are entitled to attend and vote at the EGM. The registers of members of the Company will be closed from Friday, 25 November 2022 to Wednesday, 30 November 2022, both days inclusive, during which no transfer of Shares can be registered. All transfer documents together with the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) or the Company's registered office at No. 166 Jiefang Road, Lixia District, Jinan, Shandong Province, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Thursday, 24 November 2022.
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a shareholder.
3. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointor or his/her attorney duly authorised in writing. If the appointor is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar for holders of H shares or at the address of the registered office of the Company in the PRC for holders of domestic shares not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting (i.e. by 9:30 a.m. on Tuesday, 29 November 2022). If the instrument appointing the proxy is signed by a person authorised by the appointor, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H share registrar or the address of the registered office of the Company in the PRC (as may be applicable).
4. Shareholders or their proxies are required to produce their identification documents when attending the EGM.
5. Miscellaneous
 - i. It is expected that the EGM will last for half a day. All attending shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.
 - ii. Details on the abovementioned resolution to be considered and approved at the EGM are set out in the circular of the Company in respect of the EGM dated 15 November 2022.
 - iii. The address of Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990
 - iv. The address of the registered office and principal place of business of the Company in the PRC is:

No. 166 Jiefang Road
Lixia District, Jinan
Shandong Province, PRC
Tel: +86 (531) 8656 6593
Fax: +86 (531) 8656 6593

As at the date of this notice, the board of directors of the Company comprises Mr. Wan Zhong and Mr. Fang Hao as executive directors; Mr. Wang Zengye, Mr. Zhao Zikun and Ms. Wang Bailing as non-executive directors; and Mr. Yen Huai-chiang, Mr. Zheng Wei and Ms. Meng Rujing as independent non-executive directors.