
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, 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)

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Haitong Unitrust International Financial Leasing Co., Ltd. will convene the EGM at 2:00 p.m. on Tuesday, January 21, 2025 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC. The notice of the EGM is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for H Shareholders, or to the Company's Registered Office (No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC) for Domestic Shareholders, in any event served by hand or by post not less than 24 hours before the time designated for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof.

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

December 30, 2024

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DEFINITIONS

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

“Board” or “Board of Directors”	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 limited company on May 27, 2017, the H shares of which are listed on the Hong Kong Stock Exchange with stock code 1905
“Deloitte”	Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu Certified Public Accountants LLP
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in RMB and held by a Chinese natural person or an entity established in accordance with the laws of the PRC
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting to be convened by the Company at 2:00 p.m. on Tuesday, January 21, 2025 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC
“H Share(s)”	shares in the share capital of our Company with a nominal value or 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
“Haitong Securities”	Haitong Securities Co., Ltd., the ultimate controlling shareholder of the Company
“HKD” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC” or “China”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“PwC”	PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and H Share(s) of the Company
“Shareholder(s)”	holder(s) of Shares of the Company
“%”	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. ZHAO Jianxiang (Chairman of the Board)

Ms. ZHOU Jianli

Non-executive Directors:

Mr. ZHANG Xinjun

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

No. 248 Queen's Road East

Wanchai

Hong Kong

December 30, 2024

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

I. Introduction

On behalf of the Board, I invite you to attend the EGM to be convened at 2:00 p.m. on Tuesday, January 21, 2025 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC.

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

LETTER FROM THE BOARD OF DIRECTORS

II. Matter to be considered at the EGM

An ordinary resolution will be proposed at the EGM to approve the proposed change of auditors.

Ordinary resolution:

1. Proposed Change of Auditors

Reference is made to the announcement dated December 23, 2024 of the Company, regarding the proposed change of auditors.

After taking into consideration market information, the Board announced that the Company intends to change its audit firm for the year ending December 31, 2024. The Board has resolved, with the recommendation of the audit committee of the Company, on December 23, 2024 to propose the appointment of Deloitte as external audit firms of the Company for domestic and overseas auditing services for the year ending December 31, 2024. Deloitte is one of the external audit firms selected by Haitong Securities. As a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, the Company's engagement of Deloitte to provide domestic and overseas auditing services for the year ending December 31, 2024 will satisfy relevant requirements and align the auditing arrangements between the Company and Haitong Securities, so as to enhance the overall efficiency of the auditing services and maximize the interests of the Company and its shareholders.

Deloitte have extensive experiences in business related to leasing services. They provide auditing services for many financial enterprises and have a good reputation in the industry. Having a leading position in terms of business scale and quality of practice, they have the due practice qualifications, professional competence, capability to protect investors, independence and good integrity, and can provide quality auditing services for the Company. Having fully considered Part 2 of the Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council, the Board considers Deloitte to be independent and competent. The term of appointment of Deloitte will last until the conclusion of the next annual general meeting of the Company. A proposal will be submitted to the shareholders' general meeting to authorize the Board to determine the remuneration of auditors for the year ending December 31, 2024, and the audit fee (including that of the subsidiaries) shall not be higher than that of the preceding year.

The Company has communicated in advance with PwC regarding the change of audit firms, to which PwC has no objection. PwC has confirmed in writing to the Company that there are no matters related to its termination that need to be brought to the attention of the shareholders of the Company. The Board also confirmed that there are no circumstances in which the Company dismissed PwC after appointment of PwC to conduct part of its auditing services. The Company does not have any disagreement with PwC in terms of work arrangements, fees and opinions. Save for the reasons disclosed above, there are no matters related to the proposed change of auditors that need to be brought to the attention of the shareholders of the Company.

This resolution was considered and approved by the Board on December 23, 2024 and is hereby submitted to the EGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD OF DIRECTORS

III. The EGM

Enclosed is the proxy form for the EGM.

If you intend to appoint a proxy to attend the EGM, you are required to complete the enclosed proxy form in accordance with the instructions printed thereon. The proxy form should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for H Shareholders, or to the Company's Registered Office (No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC) for Domestic Shareholders in any event not less than 24 hours before the time designated for holding the EGM or any adjournment thereof in person or by post. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

For the purpose of determining the entitlement of Shareholders to attend the EGM, the register of members of the Company will be closed from Thursday, January 16, 2025 (inclusive) to Tuesday, January 21, 2025 (inclusive). To attend the EGM, the Shareholders shall, before 4:30 p.m. on Wednesday, January 15, 2025, 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 Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's Registered Office, at No. 599 South Zhongshan 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 of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the EGM will be voted by poll.

V. Recommendations

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

Yours faithfully,
For and on behalf of the Board of
Haitong Unitrust International Financial Leasing Co., Ltd.
ZHAO Jianxiang
Chairman

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Haitong Unitrust International Financial Leasing Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, January 21, 2025 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC to deal with the following matter:

ORDINARY RESOLUTION

1. To consider and approve the proposed change of auditors.

By order of the Board of Directors

Haitong Unitrust International Financial Leasing Co., Ltd.

ZHAO Jianxiang

Chairman

Shanghai, the PRC

December 30, 2024

As at the date of this notice, the Chairman and executive Director of the Company is Mr. ZHAO Jianxiang; the executive Director is Ms. ZHOU Jianli; the non-executive Directors are Mr. ZHANG Xinjun, Ms. HA Erman, Mr. LU Tong, Mr. WU Shukun and Mr. ZHANG Shaohua; and the independent non-executive Directors are Mr. YAO Feng, Mr. ZENG Qingsheng, Mr. WU Yat Wai and Mr. YAN Lixin.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the EGM will be voted by poll. After the EGM, relevant voting results will be published on the website of the Company (www.utfinancing.com) as well as the disclosure website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).
2. A Shareholder entitled to attend and vote at the EGM announced to be convened herein is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a Shareholder of the Company.
3. The proxy form together with notarized authorization letters of signatories or other authorization documents (if any) shall be invalid unless they are filled out and returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Registered Office of the Company (for Domestic Shareholders) not less than 24 hours before the time designated for holding the EGM or any adjournment thereof. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.
4. For the purpose of determining the entitlement of Shareholders to attend the EGM, the register of members of the Company will be closed from Thursday, January 16, 2025 (inclusive) to Tuesday, January 21, 2025 (inclusive). To attend the EGM, the Shareholders shall, before 4:30 p.m. on Wednesday, January 15, 2025, 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 Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders, or to the Company's Registered Office, at No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC for Domestic Shareholders.
5. For joint holders, only the one whose name stands first in the register of members shall be entitled to attend the EGM and vote in respect thereof.
6. Shareholders or their proxies shall present their identity documents when attending the EGM:
 - a. 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.
 - b. Natural person shareholders attending the meeting in person shall present their valid personal identification and documents proving their shareholder identities; proxies attending the meeting shall present their valid personal identification, the authorization letters from the shareholders and documents proving their shareholder identities.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

7. The EGM is expected to last for not more than half a day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.
8. The address of Computershare Hong Kong Investor Services Limited is 17M Floor and Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
9. The address of the Company’s Registered Office is No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC.

Tel.: 86-21-61355388
Fax: 86-21-61355380
10. Unless otherwise specified, the dates and time contained in this notice are in Hong Kong time.