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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)

## CHANGE OF NON-EXECUTIVE DIRECTOR AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Haitong Unitrust International Financial Leasing Co., Ltd. (the “**Company**”) announces that Mr. Li Chuan (“**Mr. Li**”) tendered his resignation as a non-executive director due to work adjustment. The nomination committee of the Board has resolved and nominated Mr. Lu Tong (“**Mr. Lu**”) as a non-executive director of the Company. The Board also resolved and approved the nomination of Mr. Lu as a non-executive director of the Company on March 29, 2022. According to the articles of association of the Company (the “**Articles of Association**”), the appointment of Mr. Lu as a non-executive director of the Company shall be considered and approved by the shareholders of the Company (the “**Shareholders**”) at the shareholders’ general meeting (the “**Shareholders’ General Meeting**”) of the Company.

Meanwhile, the Board recommends making corresponding amendment to the Articles of Association (the “**Proposed Amendment**”) according to the latest requirement under the laws and regulations, normative documents and rules including the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies. The Proposed Amendment is subject to approval at the Shareholders’ General Meeting, and it is proposed at the Shareholders’ General Meeting to authorize the Board and the Board to then authorize the management of the Company to handle relevant filing procedures with the relevant regulatory authorities in respect of the amendments to the Articles of Association, and to make wording adjustments and amendments to the Articles of Association according to the opinions of the relevant regulatory authorities.

For details of the time and arrangements of the shareholders’ general meeting, please refer to the circular duly issued by the Company.

### Resignation of Non-executive Director

The Board announces that Mr. Li tendered his resignation as a non-executive director due to work adjustment.

Mr. Li has confirmed that (i) he has no disagreement with the Board; and (ii) there are no matters with respect to his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited or the Shareholders.

The resignation of Mr. Li will come into effect from the date on which the following non-executive director duly assumes his term of office. Prior to that, Mr. Li will continue to perform his obligations as a non-executive director. The Board expresses its appreciation to Mr. Li for his contributions to the Board during his tenure of services with the Company.

## **Nomination of Non-executive Director**

The nomination committee of the Board has resolved and nominated Mr. Lu as a non-executive director of the Company. The Board also resolved and approved the nomination of Mr. Lu as a non-executive director of the Company on March 29, 2022. According to the Articles of Association, the appointment of Mr. Lu as a non-executive director of the Company shall be considered and approved by the Shareholders at the shareholders' general meeting of the Company. For details of the time and arrangements of the shareholders' general meeting, please refer to the circular duly issued by the Company.

The biographical details of Mr. Lu are as follows:

Mr. Lu Tong, aged 49, has served as the general manager of Shanghai Tourmaline Asset Management Co., Ltd. (上海途靈資產管理有限公司) since July 2015, the executive director and general manager of Shanghai Electric Financial Leasing Co., Ltd. and Shanghai Electric Innovation Financial Leasing Co., Ltd. since April 2020 and the vice president of the Shanghai Electric Finance Group since January 2021.

Mr. Lu served as the project manager of the investment banking department of Bohai Securities Co., Ltd. (渤海證券有限責任公司) from April 2001 to May 2003 and the project manager of the investment banking department of Kinghing Securities Co., Ltd. (金信證券有限責任公司) from June 2003 to May 2004. He also successively worked as the project manager of the investment banking department, the deputy manager of the investment banking department, the manager of the investment banking department, the assistant to general manager and the deputy general manager of Shanghai Electric Group Finance Co., Ltd. from June 2004 to March 2017. Mr. Lu served as the general manager of Shanghai Electric Insurance Broker Co., Ltd. from August 2013 to March 2016.

Mr. Lu obtained a bachelor's degree in engineering mechanics from Sichuan University in 1995, a master's degree in structural mechanics from Dalian University of Technology in 1998 and a doctoral degree in management science and engineering from Tianjin University in 2001.

Mr. Lu will enter into a service contract with the Company after his appointment is approved by the Shareholders at the Shareholders' General Meeting. The term of office will end on the expiry of the term of the second session of the Board. According to the Articles of Association, Mr. Lu is eligible for re-election upon expiry of his term of office.

Mr. Lu will not receive any remuneration from the Company as a non-executive director of the Company.

As far as the directors of the Company are aware and save as disclosed by the Company, Mr. Lu has not held any directorships in other listed public companies in the last three years in the PRC, Hong Kong or any overseas stock markets, is not connected with any directors, supervisors, senior

management or substantial or controlling Shareholders of the Company, or does not hold any other position with the Company or its subsidiaries. As at the date of this announcement and to the knowledge and belief of the directors of the Company, Mr. Lu does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Lu that shall be disclosed pursuant to the requirements set out in Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor any other matters that need to be brought to the attention of the Shareholders.

## Proposed Amendments to the Articles of Association

The Board recommends making corresponding amendment to the Articles of Association according to the latest requirement under the laws and regulations, normative documents and rules including the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies.

Details of the Proposed Amendment are as follows:

Number	Current Article	Amended Article
Article 6	<p>The Company formulated these Articles of Association (the “Articles”) in accordance with the Company Law, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the Decree No. 160 of the State Council) (the “Special Regulations”), the Mandatory Provisions for Companies Listing Overseas (Zheng Wei Fa [1994] No. 21) (the “Mandatory Provisions”), the Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1) (the “CSRC Circular”) and other relevant PRC laws and administrative regulations. <del>Unless otherwise required by the Company Law or relevant laws and regulations, articles included in the Articles as required by the Mandatory Provisions shall not be amended or abolished.</del></p>	<p>The Company formulated these Articles of Association (the “Articles”) in accordance with the Company Law, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the Decree No. 160 of the State Council) (the “Special Regulations”), the Mandatory Provisions for Companies Listing Overseas (Zheng Wei Fa [1994] No. 21) (the “Mandatory Provisions”), the Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1) (the “CSRC Circular”), <b><u>the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies (Guo Han [2019] No. 97)</u></b> and other relevant PRC laws and administrative regulations.</p>

Number	Current Article	Amended Article
Article 7	<p>The Company shall, in accordance with the provisions of the Constitution of the Chinese Communist Party, establish the organizations of the Chinese Communist Party and carry out party activities. The Company shall provide necessary conditions for the activities of the party organizations.</p> <p>The party organizations shall act as a core political role in the Company, and the board of directors shall consult the party organizations before deciding on the significant issues of the Company. For major management issues involving national macro-control, national development strategies and national securities, the board of directors shall make their decisions based on the opinions of the party organizations.</p>	<p>The Company shall, in accordance with the provisions of the Constitution of the Chinese Communist Party, establish the organizations of the Chinese Communist Party and carry out party activities. The Company shall provide necessary conditions for the activities of the party organizations.</p> <p>The party organizations <b><u>are an organic part of corporate governance structure. The party organizations shall carry out work with a focus on production and operation, play the role as a battle fortress, participate in the decision-making of significant issues of the Company, conduct research and review of significant matters of the Company, and timely report significant situations to party organizations at higher levels.</u></b></p>
Article 46	<p>No changes to the register of shareholders due to transfer of shares shall be made within thirty (30) days prior to the date of the shareholders' general meeting or within five (5) days before the record date determined by the Company for the purpose of distribution of dividends.</p> <p>Other regulations of the securities regulatory authorities of the place where the shares of the Company are listed shall prevail.</p>	<p><b><u>Where the laws and regulations of the PRC, and the relevant laws and regulations and listing rules of the stock exchange in the place where the shares of the Company are listed provide for the period of closure of the register of shareholders prior to a shareholders' general meeting or before the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</u></b></p>
Article 53	<p>The shareholders of ordinary shares of the Company shall be entitled to the following rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p>	<p>The shareholders of ordinary shares of the Company shall be entitled to the following rights:</p> <p>(1) the right to dividends and other distributions in proportion to the number of shares held;</p>

Number	Current Article	Amended Article
	<p>(2) the right to attend or appoint a proxy to attend the shareholders' general meetings and to exercise the voting right;</p> <p>(3) the right to supervise and manage the business activities of the Company and to provide suggestions or raise inquiries;</p> <p>(4) the right to transfer shares in accordance with the requirements under the laws, administrative regulations and the Articles;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles, including:</p> <ol style="list-style-type: none"> <li>1. the right to obtain a copy of the Articles, subject to payment of the cost of such copy;</li> <li>2. the right to inspect and copy, subject to the payment of a reasonable charge: <ol style="list-style-type: none"> <li>(i) all parts of the register of shareholders;</li> <li>(ii) personal particulars of each of the directors, supervisors, general manager and other senior management members, including: <ol style="list-style-type: none"> <li>(a) present name and alias, and any former name and alias;</li> <li>(b) principal residential address (domicile);</li> <li>(c) nationality;</li> <li>(d) primary and all other part-time occupations and positions; and</li> </ol> </li> </ol> </li> </ol>	<p>(2) the right to attend or appoint a proxy to attend the shareholders' general meetings and to exercise the voting right;</p> <p>(3) the right to supervise and manage the business activities of the Company and to provide suggestions or raise inquiries;</p> <p>(4) the right to transfer shares in accordance with the requirements under the laws, administrative regulations and the Articles;</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles, including:</p> <ol style="list-style-type: none"> <li>1. the right to obtain a copy of the Articles, subject to payment of the cost of such copy;</li> <li>2. the right to inspect and copy, subject to the payment of a reasonable charge: <ol style="list-style-type: none"> <li>(i) all parts of the register of shareholders;</li> <li>(ii) personal particulars of each of the directors, supervisors, general manager and other senior management members, including: <ol style="list-style-type: none"> <li>(a) present name and alias, and any former name and alias;</li> <li>(b) principal residential address (domicile);</li> <li>(c) nationality;</li> <li>(d) primary and all other part-time occupations and positions; and</li> </ol> </li> </ol> </li> </ol>

Number	Current Article	Amended Article
	<p>(e) identification documents and the numbers thereof;</p> <p>(iii) status of the share capital of the Company;</p> <p>(iv) reports showing the aggregate nominal value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount of cost incurred by the Company for this purpose;</p> <p>(v) minutes of shareholders' general meetings, meetings of the board of directors and meetings of board of supervisors;</p> <p>(vi) counterfoils of the corporate bonds;</p> <p>(vii) financial reports disclosed in form of public announcement.</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company on pro rata basis based on their shareholdings;</p> <p>(7) with respect to shareholders who object to any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p>	<p>(e) identification documents and the numbers thereof;</p> <p>(iii) status of the share capital of the Company;</p> <p>(iv) reports showing the aggregate nominal value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount of cost incurred by the Company for this purpose;</p> <p>(v) minutes of shareholders' general meetings, meetings of the board of directors and meetings of board of supervisors;</p> <p>(vi) counterfoils of the corporate bonds;</p> <p>(vii) financial reports disclosed in form of public announcement.</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company on pro rata basis based on their shareholdings;</p> <p>(7) with respect to shareholders who object to any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p>

Number	Current Article	Amended Article
	<p>(8) in case of the shareholders individually or collectively holding not less than 3% (three percent) of the total shares of the Company, the right to propose provisional resolution in writing to the board of directors ten (10) days before the date of the shareholders' general meeting;</p> <p>(9) other rights conferred by the laws, administrative regulations and the Articles.</p>	<p>(8) in case of the shareholders individually or collectively holding not less than 3% (three percent) of the total shares of the Company, the right to propose provisional resolution in writing to the board of directors ten (10) days before the date of the shareholders' general meeting;</p> <p><b><u>(9) inspection of the register of shareholders and the branch register of members in Hong Kong of the Company, but the Company may close the register of shareholders according to provisions equivalent to Section 632 of the Companies Ordinance (Cap. 622, Laws of Hong Kong);</u></b></p> <p><u>(10)</u> other rights conferred by the laws, administrative regulations and the Articles.</p>
Article 61	<p>A written notice of a shareholders' general meeting convened by the Company shall be given to all shareholders whose names appear in the register of shareholders, forty five (45) days prior to the convening of such meeting (inclusive of the day on which the meeting is held), specifying the matters to be considered at the meeting and the date and venue of the meeting. A shareholder who intends to attend the shareholders' general meeting shall deliver a written reply slip confirming his intention to attend the meeting to the Company twenty (20) days before the meeting is held.</p>	<p>A written notice of a shareholders' general meeting convened by the Company shall be given to all shareholders whose names appear in the register of shareholders <b><u>21 days prior to the convening of an annual general meeting (excluding the day on which the meeting is held) or 15 days prior to the convening of an extraordinary general meeting (excluding the day on which the meeting is held).</u></b></p> <p><b><u>Where the laws and regulations of the PRC and relevant requirements of the securities regulatory authorities in the place where the shares of the Company are listed and the Hong Kong Stock Exchange have any other provisions, such provisions shall prevail.</u></b></p>

Number	Current Article	Amended Article
Article 63	<p><del>The Company shall calculate the number of voting shares represented by shareholders who intend to attend the shareholders' general meeting based on the written replies received by the Company twenty (20) days before the date of the shareholders' general meeting. In the event that the number of voting shares represented by shareholders who intend to attend the meeting is not less than half (1/2) of the total number of the voting shares of the Company, the Company may convene the shareholders' general meeting; if not, the Company shall, within five (5) days, notify shareholders again of the matters to be considered at the meeting, and the date and venue for, the meeting by public announcement. The Company may convene the shareholders' general meeting after such announcement has been made.</del></p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>	<p>A general meeting shall not decide on any matter not stated in the notice of the meeting.</p>

Number	Current Article	Amended Article
Article 65	<p>Unless otherwise stipulated by the Articles, a notice of a shareholders' general meeting shall be served to shareholders or announced in accordance with the Chapter 20 (regardless of whether they are entitled to vote at the shareholders' general meeting).</p> <p>A notice of the shareholders' general meeting may also be given by way of announcement. The announcement mentioned in the preceding paragraph shall be <del>(i) (in respect of the holders of domestic shares) published in one or more newspapers designated by the securities regulatory authority under the State Council, once the announcement is published, all holders of domestic shares shall be deemed to have received such notice of the shareholders' general meeting; or (ii) (in respect of the shareholders of overseas listed shares) posted on the websites of the Hong Kong Stock Exchange and the Company in compliance with the laws, regulations and the relevant requirements of the securities regulatory authorities where the shares of the Company are listed within a period of forty five (45) to fifty (50) days prior to the meeting. In such circumstance, the notice of the shareholders' general meeting shall be regarded as received by relevant shareholders of overseas listed shares.</del></p>	<p>Unless otherwise stipulated by the Articles, a notice of a shareholders' general meeting shall be served to shareholders or announced in accordance with the Chapter 20 (regardless of whether they are entitled to vote at the shareholders' general meeting).</p> <p>A notice of the shareholders' general meeting may also be given by way of announcement. The announcement mentioned in the preceding paragraph shall be posted on the websites of the Hong Kong Stock Exchange and the Company <b><u>21 days (excluding the day on which the meeting is held) prior to the annual general meeting or 15 days (excluding the day on which the meeting is held) prior to the extraordinary general meeting</u></b> in compliance with the laws, regulations and the relevant requirements of the securities regulatory authorities. In such circumstance, the notice of the shareholders' general meeting shall be regarded as received by relevant shareholders.</p>

Number	Current Article	Amended Article
Article 67	<p>Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <ol style="list-style-type: none"> <li>(1) the right to speak of the shareholder at the shareholders' general meeting;</li> <li>(2) the right to demand a vote by way of poll individually or jointly with others;</li> <li>(3) unless otherwise required by the Articles, the right to exercise voting rights by show of hands or by poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by poll.</li> </ol> <p>Where a shareholder is a recognized clearing house (or its agent) as defined under the relevant laws and regulations governing the place of listing, such shareholder may authorize one or more persons as he deems appropriate to act on his/her behalf at any shareholders' general meeting or class meeting; however, if not less than one person are authorized, the power of attorney shall specify the number and class of shares represented by each of such persons. The persons so authorized may exercise rights on behalf of the recognized clearing house (or its agent) (without being required to present the share certificate, notarized power of attorney and/or further evidence of due authorization), as if such persons were the individual shareholders of the Company.</p>	<p>Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <ol style="list-style-type: none"> <li>(1) the right to speak of the shareholder at the shareholders' general meeting;</li> <li>(2) the right to demand a vote by way of poll individually or jointly with others;</li> <li>(3) unless otherwise required by the Articles, the right to exercise voting rights by show of hands or by poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by poll.</li> </ol> <p>Where a shareholder is a recognized clearing house (or its agent) as defined under the relevant laws and regulations governing the place of listing, such shareholder may authorize one or more persons as he deems appropriate to act on his/her behalf at any shareholders' general meeting, class meeting <b><u>or creditors' meeting</u></b>; however, if not less than one person are authorized, the power of attorney shall specify the number and class of shares represented by each of such persons. The persons so authorized may exercise rights on behalf of the recognized clearing house (or its agent) (without being required to present the share certificate, notarized power of attorney and/or further evidence of due authorization), as if such persons were the individual shareholders of the Company <b><u>who enjoy rights equivalent to the legal rights of other shareholders, including the right to speak and vote.</u></b></p>

Number	Current Article	Amended Article
Article 78	<p>The following matters shall be approved by way of special resolutions at the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) the increase or reduction of registered share capital of the Company and the issue of shares of any class, warrants and other similar securities;</li> <li>(2) the issue of corporate bonds;</li> <li>(3) the division, merger, dissolution and liquidation and change of the corporate form of the Company;</li> <li>(4) the external guarantee which is subject to the review and approval of the shareholders' general meeting;</li> <li>(5) acquisition and disposal of any material assets with an amount exceeding 30% of the latest audited total assets of the Company within one year;</li> <li>(6) any share incentive plan;</li> <li>(7) amendments to the Articles;</li> <li>(8) other matters required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles and considered at a shareholders' general meeting, by way of ordinary resolution, to have a substantial impact on the Company and require the approval by special resolution.</li> </ol>	<p>The following matters shall be approved by way of special resolutions at the shareholders' general meeting:</p> <ol style="list-style-type: none"> <li>(1) the increase or reduction of registered share capital of the Company and the issue of shares of any class, warrants and other similar securities;</li> <li>(2) the issue of corporate bonds;</li> <li>(3) the division, merger, dissolution and liquidation <b><u>(including voluntary liquidation)</u></b> and change of the corporate form of the Company;</li> <li>(4) the external guarantee which is subject to the review and approval of the shareholders' general meeting;</li> <li>(5) acquisition and disposal of any material assets with an amount exceeding 30% of the latest audited total assets of the Company within one year;</li> <li>(6) any share incentive plan;</li> <li>(7) amendments to the Articles;</li> <li>(8) other matters required by the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles and considered at a shareholders' general meeting, by way of ordinary resolution, to have a substantial impact on the Company and require the approval by special resolution.</li> </ol>

Number	Current Article	Amended Article
Article 92	<p>A written notice of a class meeting convened by the Company shall be issued to all shareholders of such class whose names appear on the register of shareholders <del>forty-five (45) days before the date of the class meeting (including date of meeting)</del>, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve the written reply to the Company twenty (20) days prior to the date of the meeting.</p> <p><del>If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches not less than half (1/2) of the total number of shares of that class carrying the voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five (5) days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</del></p> <p>The quorum for any class meeting of the shareholders (other than an adjourned meeting) convened for the purpose of considering a variation of any class shares shall be the holders of at least one-third (1/3) of issued shares of such class.</p>	<p>A written notice of a class meeting convened by the Company shall be issued to all shareholders of such class whose names appear on the register of shareholders <b><u>within the period for issuing such written notice of annual and extraordinary general meetings specified herein</u></b>, specifying the matters to be considered and the date and venue of the meeting.</p> <p>The quorum for any class meeting of the shareholders (other than an adjourned meeting) convened for the purpose of considering a variation of any <b><u>rights of</u></b> class shares shall be the holders of at least one-third (1/3) of issued shares of such class.</p>

Number	Current Article	Amended Article
Article 96	<p>Directors shall be elected at the shareholders' general meeting with a term of office of three (3) years. Upon expiry of the term of office, a director may serve consecutive terms if re-elected.</p> <p>A written notice containing the intention to nominate a person as a candidate of director and indicating his/her acceptance of such nomination shall be served to the Company no less than seven (7) days prior to convening of the Shareholders' general meeting, and the minimum period for lodgement of such notice shall be no less than seven (7) days. The period for submitting the above notice shall commence from the date after the despatch of the notice of shareholders' general meeting in relation to the election of director, and end on the seventh (7th) day prior to the date of such shareholders' general meeting.</p> <p>Subject to the requirements under the relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's rights to claim compensation based on any contract).</p> <p>Subject to the laws and regulations of the PRC and other relevant requirements in the Articles, any person appointed by the board of directors to fill the temporary vacancy or as an additional member to the board of directors, shall hold office only until the next following annual general meeting of the Company and shall be eligible for re-election.</p>	<p>Directors shall be elected at the shareholders' general meeting with a term of office of three (3) years. Upon expiry of the term of office, a director may serve consecutive terms if re-elected.</p> <p>A written notice containing the intention to nominate a person as a candidate of director and indicating his/her acceptance of such nomination shall be served to the Company no less than seven (7) days prior to convening of the Shareholders' general meeting, and the minimum period for lodgement of such notice shall be no less than seven (7) days. The period for submitting the above notice shall commence from the date after the despatch of the notice of shareholders' general meeting in relation to the election of director, and end on the seventh (7th) day prior to the date of such shareholders' general meeting.</p> <p>Subject to the requirements under the relevant laws and administrative regulations, <b><u>the Shareholders</u></b> may remove any director before the expiration of his term of office by ordinary resolution at the shareholders' general meeting (but without prejudice to such director's rights to claim compensation based on any contract).</p> <p>Subject to the laws and regulations of the PRC and other relevant requirements in the Articles, any person appointed by the board of directors to fill the temporary vacancy or as an additional member to the board of directors, shall hold office only until the <b><u>first</u></b> annual general meeting of the Company <b><u>after his/her appointment</u></b> and shall be eligible for re-election.</p>

Number	Current Article	Amended Article
	<p>A director is not required to hold shares of the Company.</p> <p>A director may resign before the expiration of his/her term of office. The director who resigns shall submit to the board of directors a written report in relation to his/her resignation. In case that the number of directors falls below the legally required quorum as a result of the resignation of a director, the directors shall perform his/her duties as a director in accordance with the laws, administrative regulations and the Articles before the elected successor takes office.</p>	<p>A director is not required to hold shares of the Company.</p> <p>A director may resign before the expiration of his/her term of office. The director who resigns shall submit to the board of directors a written report in relation to his/her resignation. In case that the number of directors falls below the legally required quorum as a result of the resignation of a director, the directors shall perform his/her duties as a director in accordance with the laws, administrative regulations and the Articles before the elected successor takes office.</p>

Save for the above amendments, other articles of the Articles of Association will remain unchanged. The Proposed Amendment is subject to approval at the Shareholders' General Meeting, and it is proposed at the Shareholders' General Meeting to authorize the Board and the Board to then authorize the management of the Company to handle filing procedures with the relevant regulatory authorities in respect of the amendments to the Articles of Association, and to make wording adjustments and amendments to the Articles of Association according to the opinions of the relevant regulatory authorities. For details relating to the time and arrangement of the Shareholders' General Meeting, please refer to the circular to be issued by the Company in due course.

By order of the Board  
**Haitong Unitrust International Financial Leasing Co., Ltd.**  
**DING Xueqing**  
*Chairman*

Shanghai, the PRC  
March 29, 2022

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