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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)**

## **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE CIRCULAR OF THE COMPANY DATED 25 MAY 2023 AND PROPOSED SUPPLEMENTAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the circular of Shandong International Trust Co., Ltd. (the “**Company**”) dated 25 May 2023 (the “**Circular**”), in relation to, among other things, the proposed amendments to the Articles of Association. Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Company recently received the comments from the Shandong Office of CBIRC on the amendments to the Articles of Association. Therefore, in addition to the amendments set out in Appendix III of the Circular, the Board of Directors proposed to further amend the Articles of Association in accordance with the comments from the Shandong Office of CBIRC. The amendments are related to the form of convening general meetings, the period for keeping meeting minutes, the procedures for nomination and removal of directors and others (the “**Supplemental Amendments to the Articles of Association**”). Details of the Supplemental Amendments to the Articles of Association are set out in the Appendix to this announcement.

The proposed amendments to the Articles of Association as set out in the Circular, together with the Supplemental Amendments to the Articles of Association will be treated as one special resolution for shareholders' consideration and approval at the AGM. Such amendments are subject to the approval by the shareholders at the AGM and the approval by Shandong Office of CBIRC. The Board of Directors also proposed the general meeting to authorise the Board of Directors to make corresponding amendments to the Articles of Association in accordance with comments or requirements of the regulatory authorities and the relevant departments, handle the approval procedures of the amendments to the Articles of Association and submit filing to the market supervision and management department.

Other resolutions set out in the Circular will still be submitted to the AGM for shareholders' consideration and approval. Save as disclosed above, all information contained in the Circular and notice of the AGM remain unchanged. This announcement is supplemental to the Circular and notice of the AGM and should be read in conjunction with them. For this purpose, the existing Circular, notice of the AGM and the proxy form submitted by Shareholders in respect of the AGM continue to be valid. Shareholders are advised to read the Circular and notice of the AGM (including the notes therein) for details of other resolutions to be proposed for consideration and approval at the AGM, eligibility to attend the AGM, appointment of proxies and other relevant matters.

By Order of the Board of Directors  
**Shandong International Trust Co., Ltd.**  
**Wan Zhong**  
*Chairperson*

Jinan, the People's Republic of China, 31 May 2023

*As at the date of this announcement, the Board of Directors 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; Ms. Zhang Haiyan, Mr. Zheng Wei and Ms. Meng Rujing as independent non-executive Directors.*

## APPENDIX

The Articles of Association are prepared in Chinese and there is no official English version. Any English translation is for reference only. If there is any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

Supplemental amendments to the Articles of Association are as follows:

**Article 58.** A shareholder whose qualifications are verified by the CBIRC or its local office shall notify the Company in writing within 15 working days ~~upon the~~ **from the date of occurrence of any of the following events:**

- (i) that the shares of the Company he/she/it holds are under preservative measures or other enforcement measures;

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**Article 79.** ~~A general meeting may be held in the form of on-site and off-site meetings.~~ **A general meeting shall be held at a meeting place in the form of on-site meetings.**

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**Article 87.** Resolutions at the general meetings are divided into ordinary resolutions and special resolutions.

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The following matters shall be approved by way of a special resolution at a general meeting:

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- (vii) purchase or sale of any material assets within one year during the course of proprietary business, or provision of guarantee, the amount of which, individually or in aggregate, exceeding 30% of the latest audited total assets of the Company; ~~and~~

**(viii) the removal of an independent director; and**

(viii)(ix) any other matters as required by laws, regulations, normative documents, relevant requirements of the securities regulatory authority of the place where the shares of the Company are listed or provisions of the Articles of Association, or deemed by the general meeting, by way of an ordinary resolution, to have a material impact on the Company that need to be approved by way of special resolutions.

Save as the matters aforesaid that shall be approved as special resolutions, other matters shall be resolved at the general meeting by way of ordinary resolutions.

**Article 95.** The chairperson of the meeting shall be responsible for determining whether a resolution has been adopted based on the voting result and the voting result shall be announced at the meeting. The voting result shall be recorded in the minutes of the meeting.

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The minutes of the meeting, together with the attendance book signed by the attending shareholders and the proxy forms for proxies attending the meeting shall be deposited at the domicile of the Company. The abovementioned minutes of the meeting, the attendance book and the proxy forms for proxies shall be **permanently** kept for at least 15 years.

The resolutions passed at the general meeting and related documents shall be reported to the CBIRC or its local offices for record.

**Article 108.** Unless otherwise provided in the Articles of Association, the nomination method and the election procedures for directors are as follows:

- (i) a candidate for the post of director shall be nominated by way of putting forward a proposal by **the nomination and remuneration committee** of the Board or the shareholders individually or jointly holding 53% or more of the total number of shares carrying voting rights issued by the Company, and the basic information, biographies and other written materials shall be attached thereto; **the number of directors nominated by the same shareholder and its related parties, in principle, shall not exceed one third of the total number of members of the Board;**
- (ii) ~~for candidates nominated by the Board,~~ the nomination and remuneration committee of the Board shall conduct preliminary review on the qualifications for such positions and conditions of the director candidates, and propose competent candidates to the Board for consideration; upon consideration and approval by the Board, the director candidates shall be proposed to the general meeting by way of written proposal;

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Subject to relevant laws and administrative regulations, the general meeting shall have power to remove any director **(other than an independent director)** before the expiration of his/her term of office by way of ordinary resolutions (but any claim for damages under any contract by such director shall not be affected).

**Article 117.**

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The **nomination and remuneration committee of the** Board, the board of supervisors, and shareholders who individually or jointly hold 1% or more of the **total voting** shares of the Company may nominate candidates for independent directors to be elected at the general meetings. Shareholders and their related parties who have nominated any non-independent directors are prohibited from nominating independent directors.

Except as otherwise provided for in this section, the provisions in Section 1 of this chapter shall apply to the independent directors.

**Article 124.** The Board shall be accountable to the general meeting and shall exercise the following powers:

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(xiv) to formulate the basic management system of the Company ~~and terms of reference of all special committees under the Board;~~

(xv) to prepare plans for amendments to the Articles of Association, Procedural Rules for the General Meeting and Procedural Rules for the Board, **and to consider and approve the working rules of all special committees under the Board;**

.....

Except that the matters set out in sub-paragraphs (v), (vi), (vii), (viii), (ix), (x), (xiii), (xv), ~~(xxiii)~~ and (xxiv) shall require the approval of more than two-thirds of the directors and shall not be voted on by way of written resolution, the adoption of resolutions by the Board on the matters set out in the preceding paragraph shall require the approval by more than half of the directors. The Board shall perform its duties in accordance with the PRC laws, regulations, listing rules of the stock exchange of the place where the shares of the Company are listed, the Articles of Association and resolutions of the general meetings.

The Board of the Company shall explain to the general meeting in respect of auditor's report with a qualified opinion issued by the certified public accountants regarding the financial report of the Company.

**Article 133.** The Board shall keep minutes of decisions on the matters discussed at the meeting. The minutes shall be signed by both the directors who attend the meeting and the secretary to the Board (the minute-taker). The minutes of the Board meeting shall be true and complete **and shall be permanently kept.**

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~~**Article 168.**~~ **Article 167.** Meetings of the board of supervisors shall be held only if more than two-thirds of the supervisors (including their proxies) are present.

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The board of supervisors shall keep minutes of decisions on the matters discussed at the meeting. The minutes shall be signed by both the supervisors and the minute-taker present at the meeting. Each supervisor shall have the right to request his/her speech made at the meetings to be recorded in the minutes with explanatory notes. Such minutes shall be **permanently kept** ~~for at least 15 years commencing from the date of minutes-taking.~~

~~**Article 217.**~~ **Article 216.** **Subject to compliance with relevant provisions of laws, regulations and regulatory policies, the profits distribution policy of the Company shall be durative and stable, taking into account the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company.**

The Company's profits (after relevant taxes are paid) shall be distributed in the following order of priority:

- (i) offsetting the losses in the preceding year;

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