
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)

**2023 INTERIM PROFIT DISTRIBUTION PLAN
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Haitong Unitrust International Financial Leasing Co., Ltd. will convene the EGM at 2:00 p.m. on Wednesday, October 18, 2023 at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC. The notice of the EGM is set out on pages 8 to 10 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.

October 3, 2023

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DEFINITIONS

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

“Articles of Association”	the articles of association of Haitong Unitrust International Financial Leasing Co., Ltd., as amended, supplemented or otherwise modified from time to time
“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
“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 Wednesday, October 18, 2023 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
“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

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)” or “Ordinary Share(s)”	the Domestic Share(s) and H Share(s) of the Company
“Shareholder(s)” or “Ordinary 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. DING Xueqing (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

October 3, 2023

To the Shareholders,

Dear Sir or Madam,

2023 INTERIM PROFIT DISTRIBUTION PLAN 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 Wednesday, October 18, 2023 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 2023 interim profit distribution plan (the “**2023 Interim Profit Distribution Plan**”).

Ordinary resolution:

1. 2023 Interim Profit Distribution Plan

Pursuant to relevant laws, regulatory requirements and the Articles of Association, as well as taking into account the Shareholders’ interests and the Company’s development, the Company formulated the following 2023 interim profit distribution plan:

Based on the total share capital of 8,235,300,000 Shares as at June 30, 2023, cash dividends of RMB0.48 per 10 Shares (tax inclusive) will be distributed, amounting to RMB395,294,400.00 (tax inclusive) in aggregate.

The 2023 interim dividend of the Company is expected to be paid on or before Friday, December 8, 2023, subject to the consideration and approval by the EGM of the 2023 Interim Profit Distribution Plan. According to the Articles of Association, the proposed 2023 interim dividends will be paid to the Domestic Shareholders and H Shareholders in RMB and Hong Kong Dollars, respectively. The actual distribution amount in Hong Kong Dollars shall be determined with reference to the average mid-price of exchange rate between RMB and Hong Kong Dollars announced by the People’s Bank of China one week immediately prior to the date of the EGM.

Once the 2023 Interim Profit Distribution Plan is approved at the EGM, the 2023 interim dividend will be paid to the Shareholders whose names appear on the share register of the Company on Monday, October 30, 2023. For the purpose of determining the entitlement of Shareholders to receive the 2023 interim dividend, the register of members of the Company will be closed from Wednesday, October 25, 2023 (inclusive) to Monday, October 30, 2023 (inclusive). In order to qualify for receiving the 2023 interim dividend, H Shareholders and Domestic Shareholders should ensure all transfer documents, accompanied by the relevant Share certificates, are lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and to the Company’s registered office at No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC, respectively, before 4:30 p.m. on Tuesday, October 24, 2023.

LETTER FROM THE BOARD OF DIRECTORS

Taxes

Tax for H Shareholders

Pursuant to the Notice of Certain Issues on the Policies of Individual Income Tax by the Ministry of Finance and the State Taxation Administration (Cai Shui Zi [1994] No. 020) (《財政部、國家稅務總局關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)), overseas individuals are for the time being exempt from the individual income tax of the PRC for the dividends and bonuses from foreign-invested enterprises. As the Company is a foreign-invested enterprise, overseas individual shareholders who are interested in the H Shares of the Company and whose names appeared in the register of holders of H Shares of the Company at the time of distribution of dividends of the Company shall not be subject to individual income tax of the PRC. Pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to Holders of H Shares Which Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), a PRC resident enterprise, when distributing dividends for 2008 and for the years afterwards to H Shareholders who are overseas non-resident enterprises, shall be subject to the enterprise income tax withheld at a uniform rate of 10%.

Domestic Shareholders Investing through Shenzhen-Hong Kong Stock Connect

Pursuant to the Notice on Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the H share companies shall apply to China Securities Depository and Clearing Corporation Limited (“CSDC”) for the provision of a register of domestic individual investors from CSDC to the H share companies, based on which the H share companies shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic individual investors from investing in non-H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, CSDC shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. Individual investors who have paid the withholding tax abroad may apply for a tax credit with the competent tax authorities under CSDC with a valid tax deduction certificate.

Dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect shall be subject to the individual income tax as mentioned above.

LETTER FROM THE BOARD OF DIRECTORS

Dividends received by domestic enterprise investors from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect shall be included in their total income and shall be subject to the enterprise income tax. Dividends received by domestic resident enterprises which have been holding the H shares continuously for no less than 12 months shall be exempted from the enterprise income tax according to law. H share companies listed on the Hong Kong Stock Exchange shall apply to CSDC for the provision of a register of domestic enterprise investors from CSDC to the H share companies, based on which the H share companies will not withhold and pay the income tax on behalf of the domestic enterprise investors in respect of the dividend received and those domestic enterprise investors shall report and pay the relevant tax themselves. When domestic enterprise investors report their enterprise income tax, they may apply for a tax credit for any income tax withheld and paid by non-H share companies listed on the Hong Kong Stock Exchange in respect of the dividends received according to law.

The 2023 Interim Profit Distribution Plan was considered and approved by the Board on August 30, 2023 and is hereby proposed to the EGM for Shareholders' consideration and approval.

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 Friday, October 13, 2023 (inclusive) to Wednesday, October 18, 2023 (inclusive). To attend the EGM, the Shareholders shall, before 4:30 p.m. on Thursday, October 12, 2023, 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, 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.

LETTER FROM THE BOARD OF DIRECTORS

V. Recommendations

The Board considers that the resolution 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 the resolution proposed at the EGM.

Yours faithfully,
For and on behalf of the Board of
Haitong Unitrust International Financial Leasing Co., Ltd.
DING Xueqing
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 Wednesday, October 18, 2023 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 2023 Interim Profit Distribution Plan.

By order of the Board of Directors

Haitong Unitrust International Financial Leasing Co., Ltd.

DING XUEQING

Chairman

Shanghai, the PRC

October 3, 2023

As at the date of this notice, 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. 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 Friday, October 13, 2023 (inclusive) to Wednesday, October 18, 2023 (inclusive). To attend the EGM, the Shareholders shall, before 4:30 p.m. on Thursday, October 12, 2023, 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:
 - (1) 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.
 - (2) 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. If the EGM considers and approves the 2023 Interim Profit Distribution Plan, the Company is expected to distribute 2023 interim dividends to Domestic Shareholders and H Shareholders on or before Friday, December 8, 2023. The 2023 interim dividend will be paid to the Shareholders whose names appear on the share register of the Company on Monday, October 30, 2023. For the purpose of determining the entitlement of Shareholders to receive the 2023 interim dividend, the register of members of the Company will be closed from Wednesday, October 25, 2023 (inclusive) to Monday, October 30, 2023 (inclusive). In order to qualify for receiving the 2023 interim dividend, H Shareholders and Domestic Shareholders should ensure all transfer documents, accompanied by the relevant Share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and to the Company's registered office at No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC, respectively, before 4:30 p.m. on Tuesday, October 24, 2023.
8. 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.
9. 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.
10. 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
11. Unless otherwise specified, the dates and time contained in this notice are in Hong Kong time.