
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 proxy form 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)

**AMENDMENTS TO THE CONNECTED
TRANSACTION MANAGEMENT MEASURES
GRANT OF MANDATE FOR CAPITAL MANAGEMENT
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Haitong Unitrust International Financial Leasing Co., Ltd. will hold the EGM at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC on Friday, September 11, 2026 at 2:00 p.m. The notice of the EGM is set out on pages 15 to 17 of this circular.

Whether or not you are able to attend the EGM, you are requested to read the notice of the EGM and to complete and return the accompanying 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 accompanying 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, Wan Chai, 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 by hand or by post not less than 24 hours before the time appointed 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 times contained in this circular refer to Hong Kong dates and times.

August 25, 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall 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 were listed on the Hong Kong Stock Exchange on June 3, 2019 (stock code: 1905)
“Connected Transaction Management Measures”	the Connected Transaction Management Measures of Haitong Unitrust International Financial Leasing Co., Ltd. (《海通恆信國際融資租賃股份有限公司關連交易管理辦法》)
“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 fully 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”	the extraordinary general meeting to be held by the Company at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC on Friday, September 11, 2026 at 2:00 p.m.
“H Share(s)”	overseas listed foreign shares in the share capital of the Company with a nominal value of 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“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 of the PRC and Taiwan
“RMB” or “Renminbi”	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. Mao Yuxing (Chairman)

Ms. Zhou Jianli

Non-executive Directors:

Ms. Zheng Huan

Mr. Lu Tong

Mr. Dong Boyang

Mr. Ao Qishun

Employee Director:

Ms. Wu Jian

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

PRC

Headquarters and Principal Place of

Business in the PRC:

Haitong Unitrust Tower

No. 599 South Zhongshan Road

Huangpu District

Shanghai

PRC

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wan Chai

Hong Kong

August 25, 2026

To the Shareholders,

**AMENDMENTS TO THE CONNECTED
TRANSACTION MANAGEMENT MEASURES
GRANT OF MANDATE FOR CAPITAL MANAGEMENT
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

On behalf of the Board, I invite you to attend the EGM to be held at Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC on Friday, September 11, 2026 at 2:00 p.m.

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

LETTER FROM THE BOARD OF DIRECTORS

II. MATTERS TO BE CONSIDERED AT THE EGM

An ordinary resolution will be proposed at the EGM to amend the Connected Transaction Management Measures, and a special resolution will be proposed to approve the grant of mandate for capital management.

Ordinary Resolution:

1. To Amend the Connected Transaction Management Measures

To further improve the Company's governance system, enhance the standardisation of governance, and taking into account its actual circumstances, the Company proposes to restructure and amend the original "Connected Transaction Management System of Haitong Unitrust International Financial Leasing Co., Ltd." (《海通恆信國際融資租賃股份有限公司關連交易管理制度》) and rename it as the "Connected Transaction Management Measures of Haitong Unitrust International Financial Leasing Co., Ltd." (《海通恆信國際融資租賃股份有限公司關連交易管理辦法》). The full text of the above Connected Transaction Management Measures is set out in Appendix I to this circular.

This resolution has been considered and approved at the Board meeting of the Company held on July 28, 2026, and is now submitted to the EGM for consideration.

Special Resolution:

2. To Grant a Mandate for Capital Management

In order to broaden the Company's financing channels and enhance the efficiency of its day-to-day fund management, and taking into account the actual circumstances of the Company, the following capital management mandate is proposed for consideration in accordance with the relevant laws and regulations, the Articles of Association and the relevant rules and procedures:

i. Total Debt Financing Limit

It is proposed that the EGM approve that the Company and its subsidiaries conduct financing in the domestic and overseas capital markets, subject to the total outstanding balance of debt, loans, and other financing instruments not exceeding 550% (inclusive) of the net assets of the Company (on a consolidated basis) as per the most recent audited financial statements, after deducting perpetual debt financing instruments. Specifically, the outstanding balance of debt financing in the domestic capital market shall not exceed RMB50 billion in aggregate, and the outstanding balance of debt financing in the overseas capital market shall not exceed RMB4 billion in aggregate; the outstanding balance of domestic loans and other financing instruments shall not exceed RMB50 billion in aggregate, and the outstanding balance of overseas loans and other financing instruments shall not exceed RMB4 billion in aggregate. The financing limits for debt, loans, and other financing instruments in domestic and overseas capital markets by each financing entity may be adjusted and used interchangeably within the aforementioned total debt financing limit.

LETTER FROM THE BOARD OF DIRECTORS

ii. Debt Financing in Domestic and Overseas Capital Markets

To effectively carry out debt financing, it is proposed that the EGM approve that the Company and its subsidiaries conduct debt financing in the domestic and overseas capital markets within the total debt financing limit, with the financing balance calculated based on the outstanding balance after issuance (including currently issued and outstanding domestic and overseas debt financing products). In the case of issuance in foreign currencies, the balance shall be converted at the central parity exchange rate published by the People's Bank of China on the date of such issuance. In addition, it is proposed that the EGM authorise the Board in respect of matters where the amount of a single transaction exceeds 10% of the net assets of the Company, and approve that the Board further delegate its authority to the general manager in respect of matters where the amount of a single transaction exceeds 5% but does not exceed 10% of the net assets of the Company. Pursuant to the relevant laws and regulations, within the above-mentioned limits, framework and principles and in the principle of maximising the interests of the Company, the Board or the general manager shall be authorised to, having regard to market conditions and the Company's financing needs, approve the issuance of debt financing instruments at an appropriate time and determine all matters relating to the Company's debt financing in the domestic and overseas capital markets, including but not limited to:

1. Determining the types of debt financing and formulating and implementing the specific issuance plan in accordance with the national laws and regulations, the requirements and policies of regulatory authorities and the relevant internal resolutions of the Company, and determining the specific matters relating to the issuance and listing of debt financing instruments, including but not limited to: negotiating with the lead underwriters to determine or adjust, based on the needs of the Company and market conditions, the issuer, type of instrument, financing limit, amount of each instrument, whether to issue in tranches and arrangements for the issuance period and amount of each product within the validity period of the registration notice or regulatory approval, timing of issuance, principal and interest repayment period and method, issuance method, whether to set put option or call option clauses, appointing and engaging intermediaries, underwriting method, pricing method, coupon rate or determination method, detailed use of proceeds, as well as the listing and issuance of debt financing instruments, etc.
 - (1) Issuer: the Company, Haitong UT MSE Financial Leasing (Shanghai) Co., Ltd., Haitong UniFortune Financial Leasing (Shanghai) Corporation, Haitong UT Leasing HK Limited and its subsidiaries, and other domestic and overseas entities.
 - (2) Financing limit: the aggregate outstanding balance of debt financing in the domestic capital markets of the above-mentioned issuing entities shall not exceed RMB50 billion, and the aggregate outstanding balance of debt financing in the overseas capital markets shall not exceed RMB4 billion, and adjustments may be made to the financing limit within the total debt financing limit based on financing needs. The single issuance amount of each issuing entity shall not exceed 10% of the net assets of the Company.

LETTER FROM THE BOARD OF DIRECTORS

- (3) Types of financing instruments: including but not limited to short-term commercial papers, ultra-short-term commercial papers, medium-term notes, long-term medium-term notes with embedded options, private debt financing instruments, corporate bonds, private placement corporate bonds, asset-backed securities/(commercial) papers/plans (including public or private products filed or registered with regulatory authorities such as the Shanghai Stock Exchange, the National Association of Financial Market Institutional Investors, and the National Financial Regulatory Administration), single/pooled asset management plans, project revenue bonds, debt financing plans, Panda bonds/US dollar bonds, Dim Sum bonds, green bonds, as well as other financing instruments permitted under applicable laws and regulations. For the purposes of this resolution, debt financing does not include any share conversion clauses.

For the purposes of this resolution, the asset-backed securities/(commercial) papers/plans refer to structured debt financing instruments of a debt nature issued by the Company or its onshore subsidiaries as the sponsor/originator/deficiency payment obligor, in respect of which the underlying assets are not derecognised for accounting purposes, remain on the balance sheet, and the Company continues to bear the credit risk associated with such underlying assets.

- (4) Maturity: The term of corporate debt financing instruments with a fixed maturity shall not exceed 10 years (inclusive of 10 years). Such instruments may be of a single maturity or a mix of multiple maturities.
- (5) Interest rate and related financing costs: The interest rate of the debt financing instruments and the related financing costs, as well as the calculation and payment methods, shall be determined in accordance with market conditions and the relevant regulations.
- (6) Credit enhancement arrangements: The Company or its subsidiaries, as the financing entity, may provide mortgages or pledges over their own assets. For asset-backed securities/(commercial) papers/plans where the Company acts as the sole issuer or the Company and its subsidiaries act as joint issuers, the Company may act as the deficiency payment obligor to provide a commitment to cover shortfalls in the repayment and other payment obligations arising from the underlying assets owned by the Company.
- (7) Use of proceeds: The proceeds from the Company's debt financing will be used to meet the Company's business operation needs, adjust the Company's debt structure, supplement the Company's working capital and/or fund project investments. The specific use of proceeds shall be determined based on the funding needs of the Company.
2. Making necessary amendments and adjustments to the issuance plan and the relevant issuance documents in response to the opinions of regulatory authorities and/or changes in market conditions.

LETTER FROM THE BOARD OF DIRECTORS

3. Representing the Company in negotiations related to the issuance and listing of debt financing products; approving, executing, amending, and finalizing all agreements and documents pertaining to the Company's debt financing, credit facility agreements, and credit enhancement arrangements; and conducting relevant information disclosures in compliance with applicable laws, regulations, and rules.
4. Making corresponding adjustments to matters relating to the Company's debt financing based on the opinions of regulatory authorities, changes in policies or market conditions, or deciding whether to proceed with all or part of the Company's debt financing in light of actual circumstances, except for matters which are required to be re-submitted to the general meeting or the Board for approval in accordance with the relevant laws, regulations and the Articles of Association.
5. Taking all necessary actions and deciding on other specific matters related to issuance and listing.

iii. Domestic and Overseas Loans and Other Financing Matters

It is proposed that the EGM approve that the Company and its subsidiaries apply to banks and non-bank institutions for loans and other financing instruments, provided that the outstanding balance of domestic and overseas loans and other financing instruments is within the total debt financing limit. In addition, it is proposed that the EGM authorise the Board in respect of matters where the amount of a single transaction exceeds 10% of the net assets of the Company, and approve that the Board further delegate its authority to the general manager in respect of matters where the amount of a single transaction exceeds 5% but does not exceed 10% of the net assets of the Company to, within the above-mentioned limit, framework and principles and in the principle of maximising the interests of the Company, decide on matters relating to loans and other financing matters of the Company and its subsidiaries (including but not limited to specific amounts, maturities, interest rates and purposes), and to sign the relevant agreements and documents, including but not limited to:

1. Financing entity: the Company, Haitong UT MSE Financial Leasing (Shanghai) Co., Ltd., Haitong UniFortune Financial Leasing (Shanghai) Corporation, Haitong Unitrust International Financial Leasing (Tianjin) Corporation, Haitong UT Leasing HK Limited and its subsidiaries, and other domestic and overseas entities.
2. Financing limit: The aggregate outstanding balance of loans and other financing instruments of the above-mentioned financing entities in the domestic market shall not exceed RMB50 billion, and the aggregate outstanding balance of loans and other financing instruments in the overseas market shall not exceed RMB4 billion. Adjustments may be made to the financing limit within the total debt financing limit based on financing needs. The single drawdown amount of each financing entity shall not exceed 5% (inclusive) of the net assets of the Company.
3. Types of financing instruments: including syndicated loans, bank loans, loans from non-bank institutions, papers (including but not limited to commercial papers) and other financing instruments permitted under applicable laws, regulations and by the regulatory authorities.

LETTER FROM THE BOARD OF DIRECTORS

4. Financing interest rate: The specific financing interest rate and its calculation and payment method shall be determined through negotiation based on market conditions at the time of contract execution and the relevant applicable laws and regulations.
5. Financing term: subject to the actual contracts executed.
6. Credit limit: To be determined based on the actual funding needs of the Company and its subsidiaries, provided that the credit facility under any single credit/financing agreement shall not exceed the equivalent of RMB10 billion (inclusive).
7. Credit enhancement arrangements: The Company and its subsidiaries may provide credit enhancement arrangements such as mortgages or pledges over their own assets for their own financing.

iv. *Delegation of Authority*

It is proposed that the EGM authorise the Board and approve that the Board further authorise the general manager, in the case where the relevant financing has been approved, to delegate the following authority as required for daily management:

Authorised persons: other senior management personnel;

Scope of authorisation:

1. handling matters relating to credit facility applications, borrowings, credit enhancement arrangements, as well as regulatory approvals, filings and other related procedures, and signing the relevant documents;
2. within the total debt financing limit, adjusting the financing limits for domestic and overseas capital market debt, loans, and other financing instruments of each financing entity based on actual financing needs.

v. *Validity Period*

The validity period of the matters set out above that are required to be approved/authorised by the EGM shall commence from the date on which such matters are considered and approved at the EGM of the Company and end on the date on which the annual general meeting for the year 2026 is held. The validity period of the matters that shall be directly approved/authorised by the Board shall commence from the date on which such matters are considered and approved at the EGM of the Company and end on the date on which the annual general meeting for the year 2026 is held. If the Board or its authorised persons have decided on the relevant corporate fund management matters within the validity period, and if the Company has also obtained approval, permission, filing or registration from regulatory authorities within the validity period (if applicable), then the Company may complete the relevant corporate fund management matters within the validity period confirmed by such approval, permission, filing or registration.

This resolution has been considered and approved at the Board meeting of the Company held on August 18, 2026, and is now submitted to the EGM for consideration.

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 and return the accompanying 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, Wan Chai, 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 by hand or by post not less than 24 hours before the time appointed 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 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 Tuesday, September 8, 2026 to Friday, September 11, 2026 (both dates inclusive). To attend the EGM, the Shareholders shall 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, Wan Chai, 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, before 4:30 p.m. on Monday, September 7, 2026. The record date for determining the entitlement of Shareholders to attend and vote at the EGM is Friday, September 11, 2026.

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 on by poll.

V. RECOMMENDATIONS

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

Yours faithfully,
By order of the Board
Haitong Unitrust International Financial Leasing Co., Ltd.
MAO Yuxing
Chairman

Full Text of the Connected Transaction Management Measures

Chapter I General Provisions

Article 1 In order to regulate the connected transactions of Haitong Unitrust International Financial Leasing Co., Ltd. (the “Company”), and to protect the legitimate rights and interests of the Company and all of its shareholders, these Measures have been formulated in accordance with 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 (the “HKEX Listing Rules”, with The Stock Exchange of Hong Kong Limited hereinafter referred to as the “Stock Exchange”) and other relevant laws and regulations (collectively, the “Relevant Rules”), taking into account the Articles of Association of Haitong Unitrust International Financial Leasing Co., Ltd. (the “Articles of Association”) and the actual circumstances of the Company.

Article 2 In accordance with the requirements of the Stock Exchange, connected transactions refer to transactions between the Company or its subsidiaries and connected persons, as well as specified categories of transactions entered into with third parties (as defined in the HKEX Listing Rules).

Article 3 The Company’s connected transactions shall be conducted at fair prices, follow compliant decision-making procedures, and be disclosed in accordance with the applicable disclosure standards. The Company shall not use connected transactions to manipulate its financial indicators or to prejudice the interests of the Company; nor shall it conceal connected relationships or adopt other means to circumvent the Company’s connected transaction review procedures or its information disclosure obligations.

Chapter II Identification of Connected Persons

Article 4 In accordance with the HKEX Listing Rules, a person falling under any of the following circumstances is a connected person of the Company:

- (i) each director (including any person who was a director in the past 12 months), chief executive and substantial shareholder (being a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company) of the Company and its subsidiaries;
- (ii) any “associate” of any person referred to in paragraph (i) above;
- (iii) a non-wholly-owned subsidiary of the Company, where any connected person at the Company level (excluding those connected persons at the subsidiary level) is entitled to, individually or jointly, exercise, or control the exercise of, 10% or more of the voting power at any general meeting of such non-wholly-owned subsidiary;
- (iv) any subsidiary of a non-wholly-owned subsidiary referred to in item (iii) above; and
- (v) any person who is regarded by the Stock Exchange as being connected with the Company.

The terms “connected person(s)”, “subsidiary(ies)”, “associate(s)” and other related terms used above shall have the meanings given to them in the HKEX Listing Rules.

Article 5 Directors, senior management, shareholders holding 5% or more of the shares and parties acting in concert with them, and de facto controllers of the Company shall promptly submit to the Board of Directors of the Company a list of the Company's connected persons and an explanation of their connected relationships.

Chapter III Decision-Making Procedures and Information Disclosure for Connected Transactions

Article 6 Connected transactions as stipulated under the HKEX Listing Rules include transactions of both a capital nature and a revenue nature, whether or not they are entered into in the ordinary and usual course of business of the Company. These include, but are not limited to, the following categories of transactions:

- (i) the acquisition or disposal of assets, including deemed disposals;
- (ii) (1) granting, accepting, exercising, transferring or terminating an option to acquire or dispose of assets, or to subscribe for securities; or (2) deciding not to exercise an option to acquire or dispose of assets, or to subscribe for securities;
- (iii) entering into or terminating a finance lease or an operating lease or sub-lease;
- (iv) giving an indemnity or providing or receiving financial assistance. "Financial assistance" includes granting credit, lending money, or providing an indemnity, guarantee or security for a loan;
- (v) entering into an agreement or arrangement to establish a joint venture of any kind (whether in the form of a partnership or a company) or to carry out any other form of joint venture arrangement;
- (vi) issuing new securities of the Company or its subsidiaries, or selling or transferring treasury shares, including underwriting or sub-underwriting an issue of securities or a sale or transfer of treasury shares;
- (vii) providing, receiving or sharing services; or
- (viii) purchasing or providing raw materials, semi-finished products and/or finished products.

Article 7 For connected transactions as defined under the HKEX Listing Rules, the Company shall handle such transactions according to the following categories:

- (i) For fully exempt connected transactions defined under the HKEX Listing Rules, if the amount is expected to exceed the exemption threshold, it shall be reported to the Board of Directors in a timely manner;
- (ii) For partially exempt connected transactions defined under the HKEX Listing Rules, they shall be subject to the principles set out in paragraph (iii)(1) of this Article regarding announcement and the principles set out in paragraph (iii)(4) of this Article regarding reporting;

(iii) For fully non-exempt connected transactions, they shall be subject to the requirements regarding reporting, announcement and independent shareholders' approval, and such transactions shall be handled in accordance with the following principles:

1. The transaction must first be approved by the Board of Directors of the Company, and an announcement shall be published after obtaining the approval of the Board of Directors;
2. The connected transaction shall be submitted to the general meeting for consideration. A connected transaction may only proceed after having been approved at the general meeting. At such general meeting, any connected person with a material interest in the transaction must abstain from voting;
3. The opinions of the independent financial adviser and the independent board committee¹ on the connected transaction shall be included in the circular to shareholders to be issued by the Company. The circular to shareholders shall be submitted to the Stock Exchange for prior review and approval before publication;
4. Reporting shall be conducted. The reporting principles are as follows: the Company shall disclose in the first annual report and accounts after the connected transaction the transaction date, the parties to the transaction and their respective connected relationships, the transaction and its purpose, the consideration and terms (including interest rate, repayment period and pledges), the nature and extent of the interest of the connected persons in the transaction, and other information required to be disclosed under the HKEX Listing Rules.

Article 8 The announcements, circulars and annual reports published by the Company on the Stock Exchange in relation to connected transactions shall contain, at a minimum, the information required under the HKEX Listing Rules.

Article 9 In accordance with the HKEX Listing Rules, where a series of connected transactions are all conducted or completed within the same 12-month period, or are otherwise related to each other, such transactions shall be aggregated and treated as a single transaction. The Company shall comply with the connected transaction requirements applicable to the category of transaction resulting from such aggregation and make appropriate disclosures. If the connected transactions involve a series of asset acquisitions and the aggregation of such acquisitions may constitute a reverse takeover, the aggregation period shall be 24 months. When aggregating such connected transactions, factors to be considered include, but are not limited to, the following:

- (i) whether the transactions are entered into by the Company with the same party, or with parties who are connected with one another;
- (ii) whether the transactions involve the acquisition or disposal of parts of an asset, or securities or interests in a company (or a group of companies);

¹ As defined under the HKEX Listing Rules, specifically referring to the independent board committee established by the Company pursuant to Chapter 14A of the HKEX Listing Rules in respect of certain non-exempt connected transactions. The nature of such committee differs from that of the standing committees of the Company, as detailed in Rules 14A.39-45 of the HKEX Listing Rules.

- (iii) whether the transactions would lead to the Company's substantial involvement in a new business.

The management of continuing connected transactions shall follow the principles set out in Article 14.

Article 10 Save as otherwise provided by the Relevant Rules, the Articles of Association and these Measures, connected transactions for which the Company is not required to perform timely information disclosure shall be approved by the Chairman of the Board of Directors.

Article 11 When the Board of Directors of the Company considers a connected transaction, any connected director shall abstain from voting and shall not exercise voting rights on behalf of other directors, and his/her voting rights shall not be counted towards the total number of voting rights. Such Board meeting may be held if attended by more than half of the non-connected directors, and resolutions made at the Board meeting must be passed by a majority of the non-connected directors. If the number of non-connected directors attending the Board meeting is less than three, the Company shall submit the transaction to the general meeting for consideration. When the general meeting of the Company considers a connected transaction, any connected shareholder shall abstain from voting and shall not exercise voting rights on behalf of other shareholders.

Article 12 In conducting a connected transaction, the Company shall enter into a written agreement setting out clearly the pricing policy and other terms of the connected transaction. Such agreement shall be entered into in accordance with the principles of equality, voluntariness, equivalence and consideration for value, and the terms of the agreement shall be clear and specific. During the performance of connected transactions, if there are material changes to the transaction price or other major terms of the agreements, the Company shall undergo the relevant approval procedures again based on the transaction amount after such changes.

Chapter IV Special Provisions on Decision-Making Procedures and Disclosure for Ordinary Connected Transactions and Continuing Connected Transactions

Article 13 In accordance with the HKEX Listing Rules, non-exempt continuing connected transactions shall be handled in accordance with the following principles:

- (i) An annual cap shall be set for each continuing connected transaction, and the basis for calculating such cap shall be disclosed.
- (ii) A written agreement shall be entered into with the connected person in respect of each continuing connected transaction. The terms of such agreement shall reflect normal commercial terms and set out the basis for calculating the payments, and the term of the agreement shall be fixed and shall not exceed three years. Where the nature of the transaction requires the term of the agreement to exceed three years, a written confirmation from the independent financial adviser must be obtained.
- (iii) The requirements of reporting, announcement and independent shareholders' approval must be complied with, and the transaction shall be subject to the relevant internal authorisation and approval procedures of the Company and submitted to the Board of Directors for record.
- (iv) The annual review requirements for continuing connected transactions set out in Article 14 shall be complied with.

Article 14 In accordance with the HKEX Listing Rules, the requirements relating to the annual review of continuing connected transactions are as follows:

- (i) The independent directors of the Company shall conduct an annual review of the continuing connected transactions and confirm in the annual report and accounts that:
 - 1. such transactions have been entered into in the ordinary and usual course of business of the Company;
 - 2. such transactions have been conducted on normal commercial terms, or, where there are insufficient comparable transactions to determine whether the terms of such transactions are on normal commercial terms, on terms no less favourable to the Company than terms available from or offered by (as applicable) independent third parties; and
 - 3. such transactions have been entered into in accordance with the relevant agreements governing the transactions, and the terms of such transactions are fair and reasonable and in the interests of the shareholders of the Company as a whole.
- (ii) The auditors of the Company shall, on an annual basis, provide a letter to the Board of Directors of the Company confirming whether anything has come to their attention that causes them to believe that the relevant continuing connected transactions:
 - 1. have not been approved by the Board of Directors of the Company;
 - 2. (where the transactions involve the provision of goods or services by the Company) have not been conducted, in all material respects, in accordance with the Company's pricing policies;
 - 3. have not been conducted, in all material respects, in accordance with the relevant agreements governing the transactions; and
 - 4. have exceeded the previously disclosed annual caps.

Chapter V Supplementary Provisions

Article 15 For matters not covered by these Measures, or in the event of any conflict with the provisions of the laws, administrative regulations, departmental rules, other applicable normative documents, the listing rules of the place where the shares of the Company are listed as promulgated from time to time and the Articles of Association, the provisions of such laws, administrative regulations, departmental rules, other applicable normative documents, listing rules and the Articles of Association shall prevail.

Article 16 These Measures shall take effect and be implemented from the date of approval by the Board of Directors, and shall be subject to amendment and interpretation by the Board of Directors. The original Connected Transaction Management System of Haitong Unitrust International Financial Leasing Co., Ltd. shall be repealed simultaneously.

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 Haitong Unitrust Tower, No. 599 South Zhongshan Road, Huangpu District, Shanghai, the PRC on Friday, September 11, 2026 at 2:00 p.m. to deal with the following matters:

ORDINARY RESOLUTION

1. To amend the Connected Transaction Management Measures of Haitong Unitrust International Financial Leasing Co., Ltd.

SPECIAL RESOLUTION

2. To grant a mandate for capital management.

By order of the Board

Haitong Unitrust International Financial Leasing Co., Ltd.

MAO Yuxing

Chairman

Shanghai, the PRC

August 25, 2026

As at the date of this notice, the Chairman and executive director of the Company is Mr. MAO Yuxing; the executive director is Ms. ZHOU Jianli; the non-executive directors are Ms. ZHENG Huan, Mr. LU Tong, Mr. DONG Boyang and Mr. AO Qishun; the employee director is Ms. WU Jian; 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 on by poll. After the EGM, relevant voting results will be published on the website of the Company (www.utfinancing.com) as well as the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).
2. Shareholders who are entitled to attend and vote at the EGM convened by the above notice are entitled to appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
3. To be valid, the proxy form together with the notarised power of attorney or other authorisation document (if any) under which it is signed must be completed and returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) or the registered office of the Company (for holders of Domestic Shares) not less than 24 hours before the time appointed 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, Wan Chai, Hong Kong. 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.
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 Tuesday, September 8, 2026 to Friday, September 11, 2026 (both dates inclusive). To attend the EGM, the Shareholders shall 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, Wan Chai, 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, before 4:30 p.m. on Monday, September 7, 2026. The record date for determining the entitlement of Shareholders to attend and vote at the EGM is Friday, September 11, 2026.
5. In the case of joint holders of any share, only the person whose name stands first in the register of members in respect of such share shall be entitled to attend the EGM and vote in respect thereof.
6. Shareholders or their proxies shall present their identification 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 authorise others to attend the meeting, in addition to the aforesaid documents, the proxies shall also present their valid personal identification and the written authorisation letters lawfully issued by the legal representatives (including authorising others to sign). Where corporate shareholders authorise others to attend the meeting, the proxies shall present their valid personal identification, the authorisation resolution of the board of directors of corporate shareholders or other decision-making bodies and documents proving shareholder identities.
 - b. Individual 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 documents, the authorisation 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, Wan Chai, 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, all dates and times in this notice refer to Hong Kong times.