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Shanghai International Group Co., Ltd.*
(上海國際集團有限公司)
(a limited liability company incorporated in the PRC)

Shanghai State-owned Assets Management Co., Ltd.*
(上海國有資產經營有限公司)
(a limited liability company incorporated in the PRC)

Shanghai International Group (Hong Kong) Co., Limited
(上海國際集團（香港）有限公司)
(a limited liability company incorporated in Hong Kong SAR)

海通恒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 PRC with limited liability)
(Stock Code: 1905)

JOINT ANNOUNCEMENT

IRREVOCABLE UNDERTAKING IN RELATION TO THE (1) PRE-CONDITIONAL VOLUNTARY CASH PARTIAL OFFER BY THE DOMESTIC SHARE OFFEROR TO ACQUIRE 1,244,831,880 DOMESTIC SHARES IN THE ISSUED SHARE CAPITAL OF THE COMPANY; AND (2) PRE-CONDITIONAL VOLUNTARY CASH PARTIAL OFFER BY THE JOINT FINANCIAL ADVISER ON BEHALF OF THE H SHARE OFFEROR TO ACQUIRE 2,955,171,120 H SHARES IN THE ISSUED SHARE CAPITAL OF THE COMPANY

Lead Financial Adviser to the Offerors

國泰海通 GUOTAI HAITONG | 海通國際 HAITONG

Joint Financial Adviser to the Offerors and the offer agent for the H Share Partial Offer

SOMERLEY CAPITAL LIMITED

Reference is made to the announcement jointly issued by Shanghai International Group Co., Ltd.* (上海國際集團有限公司) ("**SIG**"), Shanghai State-owned Assets Management Co., Ltd.* (上海國有資產經營有限公司) (the "**Domestic Share Offeror**"), Shanghai International Group (Hong Kong) Co., Limited (the "**H Share Offeror**", together with the Domestic Share Offeror and SIG, the "**Offeror Group**") and Haitong Unitrust International Financial Leasing Co., Ltd. (the "**Company**") on 23 October 2026 regarding, among others, the pre-conditional voluntary cash partial offer by the Domestic Share Offeror to the Domestic Shareholder to acquire 1,244,831,880 Domestic Shares in the issued share capital of the Company, and the pre-conditional voluntary cash partial offer by the Joint Financial Adviser on behalf of the H Share Offeror to all H Shareholders to acquire 2,955,171,120 H Shares in the issued share capital of the Company (the "**Rule 3.5 Announcement**"). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

IRREVOCABLE UNDERTAKING

Undertakings to accept the Partial Offers and related undertakings on dealings

On 6 November 2026, each of Guotai Haitong, GTHT Zhengyu and Haitong UT Capital entered into an irrevocable undertaking in favour of SIG and the Offerors (the "**Irrevocable Undertaking**"), pursuant to which, subject to the terms and conditions of the Irrevocable Undertaking:

(i) GTHT Zhengyu will, and Guotai Haitong will procure GTHT Zhengyu (a wholly-owned subsidiary of Guotai Haitong as at the date of this joint announcement) to, accept the Domestic Share Partial Offer in respect of 1,244,831,880 Domestic Shares (representing approximately 51.00% of the Domestic Shares in issue and approximately 15.12% of the Shares in issue as at the date of this joint announcement) held by GTHT Zhengyu (the "**Undertaking Domestic Shares**") as soon as practicable after the commencement of the acceptance period and in any event no later than the fifth business day after the date of the Composite Document, and not to withdraw such acceptance; and

(ii) Haitong UT Capital will, and Guotai Haitong will procure Haitong UT Capital (a wholly-owned subsidiary of Guotai Haitong as at the date of this joint announcement) to, accept (or, where any Undertaking H Shares are not registered in the name of Haitong UT Capital, procure the relevant registered shareholders to take the necessary actions to accept) the H Share Partial Offer in respect of 4,559,153,176 H Shares (representing approximately 78.68% of the H Shares in issue and approximately 55.36% of the Shares in issue as at the date of this joint announcement) held by Haitong UT Capital (the "**Undertaking H Shares**", together with the Undertaking Domestic Shares, the "**Undertaking Shares**") as soon as practicable after the commencement of the acceptance period and in any event no later than the fifth business day after the date of the Composite Document, and not to withdraw such acceptance.

Each of Guotai Haitong, GTHT Zhengyu and Haitong UT Capital has undertaken that it shall not, and Guotai Haitong has undertaken that it shall procure its subsidiaries not to, from the date of the Irrevocable Undertaking up to the close of the Partial Offers:

(i) make or permit any entities in which it holds any direct or indirect interest in to make any offer in respect of all or any part of the Shares, or enter into any agreement or arrangements with any person in respect of such offer, whether conditionally or unconditionally;

(ii) accept or undertake to accept, whether conditionally or unconditionally, or exercise any voting rights in the Shares in favour of, any offer, mergers or business combination not made by SIG and/or the Offerors in respect of the Undertaking Shares; and

(iii) sell, transfer, mortgage, create or grant any option or lien over (or permit any such action in respect of), all or any of the Undertaking Shares or any interests therein, or create any encumbrances thereon.

Other Undertakings

In addition, each of Guotai Haitong, GTHT Zhengyu and Haitong UT Capital has undertaken that, amongst others:

(i) it will, and Guotai Haitong will procure GTHT Zhengyu and Haitong UT Capital to endeavour to, take all reasonably necessary action to obtain or complete any reporting, filing, registration or approval for which it is responsible in connection with the Partial Offers or rendering the undertakings in the Irrevocable Undertaking effective;

(ii) upon reasonable request by the Offeror Group and subject to compliance with applicable laws, rules and regulations, it will provide the required information and necessary assistance in connection with the reporting, filing, registration or approval as set out in the Pre-Conditions or as required for the Partial Offers; and

(iii) it will, and Guotai Haitong will procure GTHT Zhengyu and Haitong UT Capital to, exercise its shareholders' rights and take reasonable measures to procure the Group to endeavour to obtain certain consents or waivers from the counterparties and/or holders under relevant financing or transaction documents on or before the date on which all Pre-Conditions are satisfied, provided that such consents or waivers shall not be subject to any conditions that would have a material adverse effect on the Offeror Group and/or the Group; and from the date of the Irrevocable Undertaking up to the completion of the transfer of the Shares acquired under the Partial Offers and settlement of consideration under the Partial Offers, to conduct its business in the ordinary course and not to undertake certain actions including but not limited to any actions which may lead to a change in share capital or issued shares of the Company, or any distribution by any members of the Group, and any actions outside of the ordinary course of business of the Group which may lead to a change in share capital or issued shares of any member of the Group other than the Company.

Effectiveness and Termination of the Irrevocable Undertaking

The Irrevocable Undertaking shall only take effect on the date which Guotai Haitong obtains the requisite approvals from its independent shareholders in compliance with the shareholders' approval requirements under Chapter 14A of the Listing Rules for the transactions contemplated under the Irrevocable Undertaking.

In addition, Guotai Haitong, GTHT Zhengyu and Haitong UT Capital will use best efforts to procure the Group to act in accordance with paragraph (iii) of the section headed "*Other Undertakings*" above during the period between the date of the Irrevocable Undertaking and the date on which the Irrevocable Undertaking becomes effective.

The Irrevocable Undertaking shall terminate automatically if: (i) any of the Pre-Conditions are not satisfied on or before the Pre-Conditions Long Stop Date; or (ii) the Partial Offers are withdrawn or have lapsed (as a result of the non-satisfaction of the Conditions or otherwise).

Shareholdings of GTHT Zhengyu and Haitong UT Capital

As at the date of this joint announcement:

(i) each of GTHT Zhengyu and Haitong UT Capital is a wholly-owned subsidiary of Guotai Haitong;

(ii) GTHT Zhengyu holds 2,440,846,824 Domestic Shares in the Company (representing 100.00% of the Domestic Shares in issue and approximately 29.64% of the Shares in issue as at the date of this joint announcement);

(iii) Haitong UT Capital holds 4,559,153,176 H Shares in the Company (representing approximately 78.68% of the H Shares in issue and approximately 55.36% of the Shares in issue as at the date of this joint announcement); and

(iv) each of GTHT Zhengyu and Haitong UT Capital is presumed to be acting in concert with the Offerors under class (1) of the definition of "acting in concert" under the Takeovers Code by virtue of SIG's approximately 20.46% shareholding in Guotai Haitong and is not a Qualifying Shareholder eligible to approve the Partial Offers pursuant to Rule 28.5 of the Takeovers Code.

Taking into account the Undertaking Shares, it is expected that Conditions (i) and (ii) as set out in the paragraph headed "*Conditions to the Partial Offers*" in the Rule 3.5 Announcement will be satisfied upon the acceptance of the H Share Partial Offer by Haitong UT Capital and the acceptance of the Domestic Share Partial Offer by GTHT Zhengyu respectively pursuant to the Irrevocable Undertaking.

Shareholders and potential investors of the Company should note that the Partial Offers are subject to the satisfaction of the Pre-Conditions and the Conditions. Accordingly, the Partial Offers may or may not be made, and even if made, may or may not become unconditional and will lapse if they do not become unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Persons who are in doubt about their positions should consult their professional advisers.

By order of the board of directors of
Shanghai International Group Co., Ltd.*
(上海國際集團有限公司)
ZHOU Jie
Director

By order of the board of directors of
Shanghai State-owned Assets Management Co., Ltd.*
(上海國有資產經營有限公司)
CHEN Zhigang
Director

By order of the board of directors of
Shanghai International Group (Hong Kong) Co., Limited
(上海國際集團（香港）有限公司)
MU Er
Director

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

6 November 2026

As at the date of this joint announcement, the board of directors of SIG comprises Mr. ZHOU Jie, Mr. GONG Dexiong, Mr. GAO Guofu, Ms. GE Ailing, Ms. YU Liping, Mr. REN Peng, Mr. TU Xuanxuan, Mr. ZHONG Maojun and Ms. MA Haiyan.

As at the date of this joint announcement, the board of directors of the Domestic Share Offeror comprises Ms. GUAN Wei, Mr. CHEN Zhigang, Mr. GAO Xiang, Ms. HU Jing, Mr. LU Yujie, Mr. JIN Qiang and Mr. MA Huayang.

As at the date of this joint announcement, the board of directors of the H Share Offeror comprises Mr. PI Liuyi, Mr. JIN Qiang, Mr. MU Er, Ms. LV Jingxin and Mr. JI Cheng.

The directors of the Offeror Group jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group and Guotai Haitong Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Chairman and executive Director 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.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement relating to the Group and the Guotai Haitong Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

** For identification purposes only*