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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)**

## **NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Shandong International Trust Co., Ltd. (the “**Company**”) to be held at Block B, Yinfeng Fortune Plaza, 1 Longao West Road, Jinan, the PRC on Thursday, 28 November 2019, at 10:00 a.m. to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 14 October 2019 (the “**Circular**”):

### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the execution of the CNPC Assets Management Trust Framework Agreement and its proposed annual caps (as defined and described in the Circular) be and are hereby confirmed, ratified and approved and the transactions contemplated thereunder be and is hereby approved; and
- (b) any one or more directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary appropriate, desirable or expedient for the purpose of giving effect to the CNPC Assets Management Trust Framework Agreement and its proposed annual caps and completing the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the execution of the Lucion Group Trust Framework Agreement and its proposed annual caps (as defined and described in the Circular) be and are hereby confirmed, ratified and approved and the transactions contemplated thereunder be and is hereby approved; and
- (b) any one or more directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary appropriate, desirable or expedient for the purpose of giving effect to the Lucion Group Trust Framework Agreement and its proposed annual caps and completing the transactions contemplated thereunder.”

3. **“THAT:**

- (a) the execution of the Lucion Group Trust Financing Framework Agreement and its proposed annual caps (as defined and described in the Circular) be and are hereby confirmed, ratified and approved and the transactions contemplated thereunder be and is hereby approved; and
- (b) any one or more directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary appropriate, desirable or expedient for the purpose of giving effect to the Lucion Group Trust Financing Framework Agreement and its proposed annual caps and completing the transactions contemplated thereunder.”

4. **“THAT** the Appointment of Non-executive Director be and hereby approved.”

**SPECIAL RESOLUTIONS**

- 5. **“THAT** the Proposed Amendments to the Articles of Association as stated in Appendix II to the Circular be and are hereby approved and confirmed; and that the Board of Directors be and is hereby authorised to modify wordings of articles, apply, register, filing, take actions and execute documents as the Board may, in its absolute discretion, consider necessary or expedient, for and on behalf of the Company to obtain relevant approvals and all ancillary matters relating thereto to effect the proposed amendments to the Articles of Association.”
- 6. **“THAT** the Proposed Amendments to the Procedural Rules for the General Meeting as stated in Appendix III to the Circular be and are hereby approved.”

7. “**THAT** the Proposed Amendments to the Procedural Rules for the Board of Directors as stated in Appendix IV to the Circular be and are hereby approved.”

By order of the Board  
**Shandong International Trust Co., Ltd.**  
**WAN Zhong**  
*Chairperson*

Jinan, the People's Republic of China  
14 October 2019

*Notes:*

1. The holders of H Shares and Domestic Shares whose names appear on the registers of the members of the Company on Thursday, 28 November 2019 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from Tuesday, 29 October 2019 to Thursday, 28 November 2019, (both days inclusive), during which no transfer of Shares can be registered. All transfer documents together with the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H shares) or the Company's registered office at No. 166 Jiefang Road, Lixia District, Jinan, Shandong Province, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Monday, 28 October 2019.
2. Shareholders who intend to attend the EGM in person or by proxy should complete and sign the reply slip accompanying the notice of the EGM and return it by hand, by post or by fax to the Company's H Share registrar (as mentioned below) (for holders of H shares) on or before Friday, 8 November 2019, or to the address of the company secretary of the Company (as mentioned below) (for holders of domestic shares) (if applicable). Completion and return of the reply slip do not affect the right of a Shareholder to attend the EGM. However, the failure to return the reply slip may result in adjournment of the EGM, if the number of shares carrying right to vote represented by the Shareholders proposing to attend the EGM by reply slip does not reach more than half of the total number of shares of the Company carrying right to vote at the EGM.
3. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a Shareholder of the Company.
4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointor or his/her attorney duly authorised in writing. If the appointor is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H share registrar for holders of H shares or at the address of the registered PRC office of the Company for holders of domestic shares not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting. If the instrument appointing the proxy is signed by a person authorised by the appointor, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarized power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H share registrar or the address of the registered PRC office of the Company (as may be applicable).

5. Shareholders or their proxies are required to produce their identification documents when attending the EGM.
6. Miscellaneous
  - i. It is expected that the EGM will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.
  - ii. Details on the abovementioned resolutions to be considered and approved at the EGM are set out in the circular of the Company in respect of the EGM dated 14 October 2019.
  - iii. The address of Computershare Hong Kong Investor Services Limited is:  
  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990
  - iv. The address of the registered office and principal place of business of the Company is:  
  
No. 166 Jiefang Road, Lixia District, Jinan  
Shandong Province  
PRC  
Tel: +86 (531) 8656 6593  
Fax: +86 (531) 8656 6593

*As at the date of this notice, the Board comprises Mr. Wan Zhong and Mr. Yue Zengguang as executive Directors; Mr. Xiao Hua and Mr. Jin Tongshui as non-executive Directors; Mr. Yen Huai-chiang, Mr. Ding Huiping and Ms. Meng Rujing as independent non-executive Directors.*