

HAITONG INTERNATIONAL HOLDINGS (UK) LIMITED

(Company Number: 04547135)

(Incorporated in England and Wales with limited liability)

(the "Company")

**RESOLUTIONS IN WRITING SIGNED BY THE SOLE SHAREHOLDER OF THE COMPANY
MADE PURSUANT TO SECTION 281(1)(a) OF THE COMPANIES ACT 2006**

Circulation date: **29 JULY 2020** ("Circulation Date")

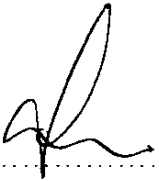
Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that each of the following resolutions be passed as a special resolution of the Company (the "**Resolutions**").

SPECIAL RESOLUTION

- 1) THAT the share capital of the Company be reduced from £157,191.00, divided into 157,191 ordinary shares of £1.00 each, to 1 ordinary share of £1.00 and that such reduction be effected by cancelling paid-up capital of 157,190 ordinary shares of £1.00 each, and the amount by which the share capital is so reduced be repaid to the Company's sole member, Haitong International (BVI) Limited; and
- 2) THAT the share premium account of the Company relating to the ordinary shares be cancelled and the amount of the share premium account so cancelled, being £635,301.07 net retained earnings be as a net distributable amount of £620,586.32 (subject to minor amendments for bank charges) to the Company's sole member, Haitong International (BVI) Limited.

We, the undersigned, being the sole member of the Company who at the Circulation Date would have been entitled to vote on the Resolutions, agree to the above Resolutions.

Dated as of **10 AUGUST 2020**

Signed by 

POON MO Yiu

a director acting on behalf of **Haitong
International (BVI) Limited**

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Notes:

- (1) It is proposed that the share capital of the Company is reduced in the manner described in the above Resolutions using the procedure contained in sections 642 to 644 of the Companies Act 2006. This procedure requires a special resolution of the shareholder(s) to be passed, supported by a solvency statement of the directors. **Your attention is drawn to the solvency statement of the directors that accompanies this document. Please note that the above Resolutions must be passed not later than 15 days after the date of the director's solvency statement in order for the procedure to be valid.**
- (2) The purpose of the proposed capital reduction is to repay surplus fully paid-up capital in the Company to its members prior to a proposed application to strike off the company.
- (3) If you agree to the above Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
 - (a) by delivering it by hand or posting it to 3f, 1 Aldermanbury Square, London, England, EC2V 7HR marked for the attention of Leon Vardon (Company Secretary); or
 - (b) by sending it as an attachment to an email to Leon Vardon (Company Secretary) at leon.vardon@uk.htjsec.com . Please ensure if sending by email that the subject box states "Written Resolution dated 2020".
- (4) A member's agreement to a written resolution, once signified, may not be revoked.
- (5) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (6) The required majority for a special resolution is eligible members not less than 75% of the total voting rights of the eligible members.
- (7) If you do not agree to any of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- (8) Pursuant to section 297(1) of the Companies Act 2006 the Resolution set out above will lapse if it is not passed within 28 days beginning with the circulation date.
- (9) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- (10) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.