Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated September 30, 2015 (the "Prospectus") issued by HENGTOU SECURITIES ("the Company").

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the H Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws of the United States or in other jurisdiction. The H Shares may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. The H Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, BOCOM International Securities Limited as stabilizing manager (the "Stabilizing Manager"), or any person acting for it, on behalf of the Underwriters, may over- allocate or effect short sales or any other stabilizing transactions with a view to stabilizing or maintaining the market price of the H Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday, November 6, 2015, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.

# 恒 投 證 券 HENGTOU SECURITIES

(a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name "恒泰证券股份有限公司" and carrying on business in Hong Kong as "恒投證券" (in Chinese) and "HENGTOU SECURITIES" (in English))

### **GLOBAL OFFERING**

Number of Offer Shares under: 392,040,000 H Shares (comprising

the Global Offering 356,400,000 H Shares to be issued by

our Company and 35,640,000 Sale Shares to be offered by the Selling

Shareholders, subject to the

Over-allotment Option)

Number of Hong Kong Offer Shares : 39,204,000 H Shares (subject to

adjustment)

Number of International Offer Shares : 352,836,000 H Shares (comprising

317,196,000 H Shares to be issued by our Company and 35,640,000 Sale Shares to be offered by the Selling

Shareholders, subject to adjustment and

the Over-allotment Option)

Maximum Offer Price: HK\$4.30 per H Share, plus brokerage of

1.0%, SFC transaction levy of 0.0027% and a Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and

subject to refund)

Nominal value: RMB1.00 per H Share

Stock code: 1476

Joint Sponsors, Joint Global Coordinators and Joint Lead Managers





#### Joint Bookrunners









Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in the H Shares to be issued by the Company pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the H Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, October 15, 2015.

The Global Offering comprises: (a) the Hong Kong Public Offering of 39,204,000 H Shares (subject to adjustment), representing 10% of the total offer shares; and (b) the International Offering of 352,836,000 H Shares (comprising 317,196,000 H Shares to be issued by our Company and 35,640,000 Sale Shares to be offered by the Selling Shareholders, subject to adjustment and the Over-allotment Option), outside the United States (including to professional and institutional investors within Hong Kong) in offshore transactions in reliance on Regulation S, representing 90% of the total Offer Shares. The allocation of the H Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation as stated in the section headed "Structure of the Global Offering" in the Prospectus.

The Company is expected to grant to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters), the Over-allotment Option, which will be exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 53,460,000 additional H Shares and the Selling Shareholders to sell up to 5,346,000 additional H Shares, representing no more than 15% of the initial Offer Shares, at the same price per Offer Share under the International Offering, to, among other things, cover over allocations in the International Offering, if any.

In the event of the Over-allotment Option is exercised, an announcement will be made by the Company's website at <a href="www.cnht.com.cn">www.cnht.com.cn</a> and the website of the Hong Kong Stock Exchange at <a href="www.hkexnews.hk">www.hkexnews.hk</a>.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares to be offered pursuant to the Global Offering on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between Exchange Participants is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made enabling the H Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$4.30 per H Share and is expected to be not less than HK\$3.92 per H Share, unless otherwise announced. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$4.30 per Hong Kong Offer Share (plus 1.0% brokerage, 0.0027% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee), subject to refund if the Offer Price as finally determined is less than HK\$4.30 per H Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms and the designated website (www.eipo.com.hk) in relation to the White Form elPO.

Applicants who wish to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the WHITE Application Forms, or (ii) submit applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk under the White Form eIPO service. Applicants who wish to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the YELLOW Application Forms, or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus together with the WHITE Application Forms may be obtained during normal business hours from 9:00 a.m. on Wednesday, September 30, 2015 till 12:00 noon on Wednesday, October 7, 2015 from:

1. the following offices of the Hong Kong Underwriters:

**BOCOM International** 9th Floor, Man Yee Building

Securities Limited 68 Des Voeux Road

> Central Hong Kong

22/F, Li Po Chun Chambers **Haitong International** 

**Securities Company** 189 Des Voeux Road

Limited Central

Hong Kong

2. any of the following branches of the receiving banks:

## Bank of Communications Co., Ltd. Hong Kong Branch

District	<b>Branch Name</b>	Address
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	Taikoo Shing Sub-Branch	Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road
Kowloon	Tsim Sha Tsui Sub-Branch	Shop Nos.1-3 on G/F., CFC Tower, 22-28 Mody Road, Tsim Sha Tsui
	Kwun Tong Sub-Branch	Shop A, G/F., Hong Ning Court, 55 Hong Ning Road, Kwun Tong
New Territories	Ma On Shan Sub-Branch	Shop No. 3062, Level 3, Sunshine City Plaza, Ma On Shan
	Shatin Sub-Branch	Shop No. 193, Level 3, Shatin Lucky Plaza, Shatin

## Standard Chartered Bank (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	Causeway Bay Branch	G/F to 2/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
Kowloon	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok

District	Branch Name	Address
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Tuen Mun Town Plaza Branch	Shop No. G047-G052, Tuen Mun Town Plaza Phase I, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, September 30, 2015 till 12:00 noon on Wednesday, October 7, 2015 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and copies of the Prospectus available.

The WHITE or YELLOW Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "Bank of Communications (Nominee) Co. Ltd. — Hengtou Securities Public Offer" should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above on such dates and during such time as specified in the Application Forms.

Applicants applying by White Form eIPO may submit applications through the designated website of White Form eIPO Service Provider at <a href="www.eipo.com.hk">www.eipo.com.hk</a> (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, September 30, 2015 till 11:30 a.m. on Wednesday, October 7, 2015 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, October 7, 2015 or such later time as described in the section headed "How to Apply for the Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, September 30, 2015 till 12:00 noon on Wednesday, October 7, 2015 or such later time as described in the section headed "How to Apply for the Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for the Hong Kong Offer Shares" of the Prospectus for details of the conditions and application procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering, and the basis of allocation of the Hong Kong Offer Shares in the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Company at <a href="www.cnht.com.cn">www.cnht.com.cn</a>; and (iv) on the website of the Hong Kong Stock Exchange at <a href="www.hkexnews.hk">www.hkexnews.hk</a> on Wednesday, October 14, 2015. The results of allocations and the Hong Kong identity card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels as specified in the section headed "How to apply for the Hong Kong Offer Shares — Publication of Results" in the Prospectus from Wednesday, October 14, 2015.

The Company will not issue temporary documents of title or receipt for application monies received. H Share certificates will only become valid provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Thursday, October 15, 2015.

Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Thursday, October 15, 2015. The H Shares will be traded in board lots of 1,000 H Shares. The stock code of the Company is 1476.

By order of the Board of Directors of the Company
Pang Jiemin
Chairman

Hong Kong, September 30, 2015

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Pang Jiemin and Mr. Wu Yigang, as executive Directors; Mr. Ju Jin, Mr. Zhang Tao, Mr. Chen Guanglei, and Mr. Sun Chao, as non-executive Directors; and Mr. Peng Diyun, Ms. Zhou Jianjun and Dr. Lam Sek Kong, as independent non-executive Directors.

Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).