
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“21st Century Business Herald”	the 21st Century Business Herald (21世紀經濟報導)
“A Share(s)”	domestic shares of our Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the Listing Date, a summary of which is set out in Appendix VII to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“BNP BE Group”	BNPP IP BE Holding and its associates
“BNPP IP BE Holding”	BNP Paribas Investment Partners BE Holding SA, a Connected Person of our Company
“Board” or “Board of Directors”	the board of Directors of the Company
“Bohai Rim”	the region comprising Beijing, Tianjin, and Hebei, Liaoning and Shandong provinces
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

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“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“central and western region”	the region comprising the following provinces, namely Gansu, Shaanxi, Shanxi, Jiangxi, Anhui, Hubei, Yunnan, Henan, Guizhou, Sichuan, Hunan, Chongqing, Guangxi and Xinjiang
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
“China Financial Futures Exchange”	the China Financial Futures Exchange (中國金融期貨交易所)
“China Futures Association”	the China Futures Association (中國期貨業協會)
“China-Belgium Fund”	China-Belgium Direct Equity Investment Fund (中國－比利時直接股權投資基金) for which Haitong-Fortis PE Management acts as the manager
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company,” “our Company” or “Haitong Securities”	Haitong Securities Co., Ltd. (海通證券股份有限公司), a company incorporated as an enterprise owned by the whole people on August 30, 1988 and converted into a joint-stock limited company under the laws of the PRC on January 28, 2002, the A Shares of which are listed on the Shanghai Stock Exchange in the PRC, the H Shares of which are being applied for listing on the Main Board of the Hong Kong Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules

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“CSDCC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of our Company
“EIT”	enterprise income tax of the PRC
“EIT Law”	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法)
“Exchange Participant”	a person: (a) who, in accordance with the Rules of the Exchange, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
“Fullgoal Fund Management”	Fullgoal Fund Management Co., Ltd. (富國基金管理有限公司), a limited liability company incorporated in the PRC, in which we owned an equity interest of 27.775% as of the Latest Practicable Date
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market of the Hong Kong Stock Exchange
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our Group,” “we” or “us”	our Company and our subsidiaries (or our Company and any one or more of our subsidiaries, as the context may require)
“H Share Registrar”	Computershare Hong Kong Investor Services Limited

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“H Share(s)”	ordinary shares in the share capital of our Company with nominal value of RMB1.00 each, which are to be subscribed for and traded in HK dollars and are to be listed on the Hong Kong Stock Exchange
“Haitong Capital Investment”	Haitong Capital Investment Co., Ltd. (海通開元投資有限公司), a limited liability company incorporated in the PRC, a wholly-owned subsidiary of our Company
“Haitong Chuangxin Management”	Haitong Chuangxin Capital Management Company Limited (海通創新資本管理有限公司), a limited liability company incorporated in the PRC, in which we owned a 51.00% equity interest through our wholly-owned subsidiary, Haitong Capital Investment as of the Latest Practicable Date
“Haitong Futures”	Haitong Futures Co., Ltd. (海通期貨有限公司), a limited liability company incorporated in the PRC, in which we owned a 93.33% equity interest as of the Latest Practicable Date
“Haitong International Holdings”	Haitong International Holdings Limited (海通國際控股有限公司), our wholly-owned subsidiary incorporated in Hong Kong
“Haitong International Securities”	Haitong International Securities Group Limited (海通國際證券集團有限公司), previously known as Taifook Securities, a company listed on the Hong Kong Stock Exchange under stock code 00665, in which we owned a 69.74% equity interest through our wholly-owned subsidiary, Haitong International Holdings as of the Latest Practicable Date
“Haitong Jihe Management”	Haitong Jihe Private Equity Investment Fund Management Company Limited (海通吉禾股權投資基金管理有限責任公司), a limited liability company incorporated in the PRC, in which we owned a 51.00% equity interest through our wholly-owned subsidiary, Haitong Capital Investment as of the Latest Practicable Date

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“Haitong-Fortis PE Management”	Haitong-Fortis Private Equity Fund Management Co., Ltd. (海富產業投資基金管理有限公司), a limited liability company incorporated in the PRC, in which we owned a 67.00% equity interest as of the Latest Practicable Date
“HFT Investment Management”	HFT Investment Management Co., Ltd. (海富通基金管理有限公司), a limited liability company incorporated in the PRC, in which we owned a 51.00% equity interest as of the Latest Practicable Date
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC, which is a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the H Shares offered by us for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offering by our Company of initially 61,470,000 H Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus) for cash at the Offer Price (plus brokerage, SFC transaction levies and Hong Kong Stock Exchange trading fees), on and subject to the terms and conditions described in this prospectus and the Application Forms as further described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering” in this prospectus
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

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“Hong Kong Underwriters”	the underwriters listed in the paragraph headed “Hong Kong Underwriters” under the section headed “Underwriting” of this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 2, 2011 relating to the Hong Kong Public Offering and entered into by the Hong Kong Underwriters and our Company, as further described in the paragraph headed “Underwriting arrangements and expenses” under the section headed “Underwriting” of this prospectus
“IFRS”	the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board (IASB) and the International Accounting Standards (IAS) and interpretation issued by the International Accounting Standards Committee (IASC)
“independent third party(ies)”	party(ies) not connected with our Company and our connected persons (as defined in the Listing Rules)
“International Offer Shares”	the H Shares offered pursuant to the International Offering
“International Offering”	the offer for subscription of initially 1,167,930,000 H Shares to institutional professional, corporate and other investors, subject to adjustment and the Over-allotment Option, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of international underwriters who are expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering to be entered into on or about December 9, 2011 by the International Underwriters and our Company, as further described in the paragraph headed “International Offering” under the section headed “Underwriting” in this prospectus

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“Joint Bookrunners”

in respect of the Hong Kong Public Offering, Haitong International Securities Company Limited, J.P. Morgan Securities (Asia Pacific) Limited, Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, Citigroup Global Markets Asia Limited, The Hongkong and Shanghai Banking Corporation Limited, Standard Chartered Securities (Hong Kong) Limited, UBS AG, Hong Kong Branch, and Nomura International (Hong Kong) Limited and, in respect of the International Offering, Haitong International Securities Company Limited, J.P. Morgan Securities Ltd., Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, Citigroup Global Markets Limited, The Hongkong and Shanghai Banking Corporation Limited, Standard Chartered Securities (Hong Kong) Limited, UBS AG, Hong Kong Branch and Nomura International (Hong Kong) Limited

“Joint Global Coordinators”

Haitong International Securities Company Limited, J.P. Morgan Securities (Asia Pacific) Limited, Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch and Citigroup Global Markets Asia Limited

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“Joint Lead Managers”	in respect of the Hong Kong Public Offering, Haitong International Securities Company Limited, J.P. Morgan Securities (Asia Pacific) Limited, Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, Citigroup Global Markets Asia Limited, The Hongkong and Shanghai Banking Corporation Limited, Standard Chartered Securities (Hong Kong) Limited, UBS AG, Hong Kong Branch, Nomura International (Hong Kong) Limited, BNP Paribas Capital (Asia Pacific) Limited, BOCOM International Securities Limited, Samsung Securities (Asia) Limited, China Everbright Securities (HK) Limited, BOCI Asia Limited and CCB International Capital Limited and, in respect of the International Offering, Haitong International Securities Company Limited, J.P. Morgan Securities Ltd., Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, Citigroup Global Markets Limited, The Hongkong and Shanghai Banking Corporation Limited, Standard Chartered Securities (Hong Kong) Limited, UBS AG, Hong Kong Branch, Nomura International (Hong Kong) Limited, BNP Paribas Capital (Asia Pacific) Limited, BOCOM International Securities Limited, Samsung Securities (Asia) Limited, China Everbright Securities (HK) Limited, BOCI Asia Limited and CCB International Capital Limited
“Joint Sponsors”	Haitong International Capital Limited and J.P. Morgan Securities (Asia Pacific) Limited
“Latest Practicable Date”	November 25, 2011, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about December 15, 2011, on which our H Shares are listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)

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“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with GEM
“Mandatory Provisions”	the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (到境外上市公司章程必備條款), as amended, supplemented or otherwise modified from time to time, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas (including Hong Kong), which were promulgated by the former Securities Commission of the State Council and the former State Commission for Restructuring the Economic Systems on September 29, 1994
“Ministry of Finance”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Moneyweek”	Moneyweek magazine (理財週報)
“NBSC”	National Bureau of Statistics of China (中國國家統計局)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New Fortune”	the New Fortune magazine (新財富)
“northeastern region”	the region comprising Heilongjiang and Jilin provinces
“NSSF”	the National Council for Social Security Fund of the PRC (中華人民共和國全國社會保障基金理事會)
“OECD”	Organization for Economic Co-operation and Development
“Offer Price”	the final offer price per H Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for and issued, or purchased and sold pursuant to the Global Offering as described in the section headed “Structure of the Global Offering – Pricing and Allocation” of this prospectus

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“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, with any additional H Shares to be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by us to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, to require our Company to issue up to an aggregate of 184,410,000 additional H Shares at the Offer Price, representing 15% of the offer shares initially available under the Global Offering, to cover, among others, over-allocations in the International Offering, if any, exercisable at any time from the date of the International Underwriting Agreement up to (and including) the date which is the 30th day from the last day for lodging of applications under the Hong Kong Public Offering
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Pearl River Delta”	the region comprising Guangzhou, Shenzhen, Zhuhai, Foshan, Dongguan, Zhongshan, Huizhou, Jiangmen, Zhaoqing and Shantou, all located in Guangdong province
“PRC GAAP”	generally accepted accounting principles in the PRC
“Price Determination Date”	the date, expected to be on or around December 9, 2011 (Hong Kong time) on which the Offer Price is determined, or such later time as our Company and the Joint Global Coordinators (on behalf of the Underwriters) may agree, but in any event not later than December 13, 2011
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“province”	each being a province or, where the context requires, a provincial level autonomous region or municipality under the direct supervision of the central government of the PRC
“QIBs”	qualified institutional buyers within the meaning of Rule 144A under the U.S. Securities Act

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“Regulation S”	Regulation S under the U.S. Securities Act
“Risk Control Indicator Measures”	Administrative Measures for the Risk Control Indicators of Securities Companies in the PRC (證券公司風險控制指標管理辦法)
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAC”	the Securities Association of China (中國證券業協會)
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Securities Finance Company”	China Securities Finance Co., Ltd. (中國證券金融股份有限公司), a non-profit joint stock company established under the direction of the State Council to provide, among other functions, funding and securities refinancing services to support the margin financing and securities lending businesses of PRC securities firms
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法)
“Securities Times”	Securities Times Newspaper (證券時報)
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Listing Rules”	the rules governing the listing of securities on the Shanghai Stock Exchange

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“Shanghai Shangshi”	SIIC Shanghai (Holding) Co., Ltd. (上海上實(集團)有限公司), one of the shareholders of our Company having 3.97% shareholding in our Company as of the Latest Practicable Date
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	collectively, A Share(s) and H Share(s), or where the context requires, either of them
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“SIIC”	Shanghai Industrial Investment (Holdings) Co., Ltd. (上海實業(集團)有限公司), which is the <i>de facto</i> controlling shareholder of Shanghai Shangshi
“Sino-foreign joint venture securities firm(s)”	(i) securities firm(s) established jointly by foreign shareholders and PRC shareholders through equity contributions in accordance with applicable PRC law; and (ii) securities firm(s) formed as a result of foreign investors being assigned with, or subscribing for, equity interests in PRC security firm in accordance with applicable PRC law. In each case, foreign shareholders shall not in the aggregate hold, directly or indirectly, more than one-third of the shares or equity interests in such securities firm
“SMEs”	small and medium enterprises
“SOE(s)”	state-owned enterprise(s)
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on August 4, 1994, as amended
“Stabilizing Manager”	Haitong International Securities Company Limited
“State Council”	State Council of the PRC (中華人民共和國國務院)

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“SUABC”	Shanghai Urban Agro-Business Co., Ltd. (上海市都市農商社股份有限公司), through the reverse takeover of which our Company became listed on the Shanghai Stock Exchange in July 2007 with the stock code of 600837
“subsidiary(ies)”	has the meaning ascribed to it in section 2 of the Companies Ordinance
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Taifook Securities”	Taifook Securities Group Limited (大福證券集團有限公司), renamed as Haitong International Securities Group Limited in November 2010
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the three years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011
“Twelfth Five-Year Plan”	The Twelfth Five-Year Plan Guidelines for National Economic and Social Development of the PRC (《中華人民共和國國民經濟和社會發展第十二個五年規劃綱要》)
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “U.S. dollars” or “USD”	United States dollars, the lawful currency of the United States

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“WFE”	World Federation of Exchanges, a trade association of over 50 publicly regulated stock, futures and options exchanges, which not only provides references for the securities industry and member exchanges, but also dedicates in promoting regulated exchanges and providing guidance on business strategies and corporate governance for member exchanges
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Wind Info”	Wind Information Co., Ltd., a company with limited liability incorporated in the PRC in 1994 and an integrated service provider of financial data, information and software
“Yangtze River Delta”	the region comprising Shanghai, Jiangsu and Zhejiang provinces

In this prospectus, the terms “associate,” “connected person,” “connected transaction,” “controlling shareholder,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in the prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. The provision of English translation of company names in Chinese language which are marked with “” is for identification purposes only.*