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**Haitong International Securities Group Limited**

**海通國際證券集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0665)**

**NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting (the “**SGM**”) of Haitong International Securities Group Limited (the “**Company**”) will be convened at Haitong International Training Centre (Room A), Unit D, 14th Floor, On Hing Building, 1 On Hing Terrace, Central, Hong Kong on Monday, 8 August 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:-

1. “**THAT:**

- (i) the transaction contemplated under the loan capitalisation agreement (the “**Loan Capitalisation Agreement**”) entered into between the Company and Haitong International Holdings Limited (“**Haitong Holdings**”) on 23 June 2011 in relation to the subscription for 200,000,000 new shares of HK\$0.10 each (the “**Capitalisation Shares**”) in the share capital of the Company at a price of HK\$4.25 per share by way of capitalising a sum of HK\$850 million out of the total outstanding amount of the shareholder’s loans owed by the Company to Haitong Holdings, a copy of the Loan Capitalisation Agreement having been produced to the SGM and marked “A” and signed by the Chairman of the SGM for the purpose of identification, be and is hereby approved and confirmed;
- (ii) any one director of the Company be and is hereby authorised to exercise the powers of the Company to allot and issue the Capitalisation Shares, pursuant to the terms of the Loan Capitalisation Agreement, such Capitalisation Shares shall rank pari passu in all respects among themselves and with the existing shares of the Company in issue at the date of the allotment and issue of the Capitalisation Shares; and
- (iii) any one director of the Company be and is hereby authorised to take such actions, do such things, agree to such amendments, variations or extension to the Loan Capitalisation Agreement and execute such further documents or deeds which in his sole opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transaction contemplated in this resolution.”

2. “**THAT:**

Mr. Hui Yee, Wilson be and is hereby re-elected as a director of the Company and the board of directors of the Company be and is hereby authorised to determine the remuneration of Mr. Hui Yee, Wilson.”

By order of the Board  
**LI Tung Wing, Mike**  
*Company Secretary*

Hong Kong, 22 July 2011

*Principal Place of Business in Hong Kong:*

25th Floor, New World Tower  
16-18 Queen’s Road Central  
Hong Kong

*Notes:*

1. Every shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in his stead. A shareholder who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s Branch Share Registrars and Transfer Office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM if the shareholder of the Company so desires, and in such event, the form of proxy will be deemed to be revoked.
4. The register of members of the Company will be closed from Thursday, 4 August 2011 to Monday, 8 August 2011, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, unregistered holders of the shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrars and Transfer Office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Wednesday, 3 August 2011.

*As at the date of this announcement, the board of directors of the Company comprises (a) 6 executive directors, namely Mr. Li Jianguo (Deputy Chairman), Mr. Lin Yong (Deputy Chairman and Managing Director), Mr. Lee Yiu Wing, William (Joint Managing Director), Mr. Chan Chi On, Derek, Mr. Poon Mo Yiu, Patrick and Mr. Hui Yee, Wilson; (b) 5 non-executive directors, namely, Mr. Ji Yuguang (Chairman), Mr. Wu Bin, Mr. Chen Chunqian, Mr. Hiroki Miyazato and Mr. Cheng Chi Ming, Brian; and (c) 3 independent non-executive directors, namely Mr. Man Mo Leung, Mr. Tsui Hing Chuen, William and Mr. Lau Wai Piu, Bill.*