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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: 665)

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**”, together with its subsidiaries, the “**Group**”) 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 Wednesday, 16 November 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

1. “**THAT:**

- (i) the revised annual cap in respect of income attributable to the Group arising from Corporate Finance Transactions (as defined in the circular of the Company dated 31 October 2011, the “**Circular**”) (excluding underwriting and sub-underwriting commitments) for the two years ending 31 December 2011 and 2012 (the “**Revised Annual Cap of CFT**”) be and is hereby approved and confirmed;
- (ii) the revised annual cap in respect of Corporate Finance Transactions attributable to underwriting and sub-underwriting commitments to group members of Haitong Securities Company Limited for the two years ending 31 December 2011 and 2012 (the “**Revised Annual Cap of USC**”, together with the Revised Annual Cap of CFT, the “**Revised Caps**”) be and is hereby approved and confirmed; and
- (iii) the directors of the Company acting together or by committee, or any director of the Company acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he or they may, in his/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the Revised Caps.”

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

Hong Kong, 31 October 2011

Registered Office:

Clarendon House
Church Street
Hamilton HM11
Bermuda

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. In order to be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited 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 not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting 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. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint registered holders are present at the SGM personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share, or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
5. The votes at the SGM will be taken by poll.
6. The register of members of the Company will be closed on Tuesday, 15 November 2011 and Wednesday, 16 November 2011, 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 4:30 p.m. on Monday, 14 November 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.