# HAITONG INTERNATIONAL SECURITIES GROUP LIMITED
*(Incorporated in Bermuda with limited liability)*
**(Stock Code: 665)**

# AMENDMENTS TO SHARE AWARD SCHEME

Reference is made to the announcement of Haitong International Securities Group Limited (the "**Company**") dated 19 December 2014 (the "**Announcement**") relating to the adoption of the share award scheme (the "**Scheme**") of the Company. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, the Board may, from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit (including the basis of eligibility of each Participant determined by the Board and recommended by the Remuneration Committee from time to time) select any Participant (other than the Excluded Participants) for participation in the Scheme as a Selected Participant and determine the number of Awarded Shares, upon the recommendation of the Remuneration Committee. Upon acceptance of the Award(s) by the Selected Participant(s), the Company shall, during the relevant Award Period, pay or cause to be paid the Reference Amount to the Trustee for acquisition of the Awarded Shares from the market.

In order to provide flexibility in the administration and operation of the Scheme and after discussion with the Trustee, the Board resolved on 6 March 2015 to make amendments to the terms of the Scheme. The key amendments are set out below:

1. The Administration Committee may, from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit (including the basis of eligibility of each Participant), select any Participant (excluding any Excluded Participants) for participation in the Scheme as a Selected Participant and determine the number of Awarded Shares, save and except that the selection of a Director as a Selected Participant, the terms and conditions of the Award to such Director and the number of Awarded Shares thereunder shall be approved by the Board upon the recommendation of the Remuneration Committee; and

2. In addition to providing the Reference Amount by the Company to the Trustee after the Selected Participants' acceptance of the Awards, the Company may also provide the Reference Amount to the Trustee for it to acquire Shares for the benefit of the Selected Participants in general (unrepresented by Awards granted) from time to time during the term of the Scheme (and Shares acquired that are unrepresented by Awards granted shall be

deemed to be Returned Shares), provided that if the total number of Shares held under the Scheme, excluding the Shares represented by the Awards granted, if any, shall exceed 10% of the then outstanding limit of the Scheme as referred to in the section headed "Scheme Limit" in the Announcement, no further Reference Amount shall be given to effect such acquisitions.

Save for the amendments as set out in this announcement, no other material amendments are made to the terms of the Scheme and all the other terms of the Scheme remain unchanged and valid.

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By order of the Board
**Haitong International Securities Group Limited**
**LAU Yik Chi**
*Company Secretary*

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Hong Kong, 6 March 2015

*As at the date of this announcement, the Board comprises Mr. JI Yuguang (Chairman)\*, Mr. LI Jianguo (Deputy Chairman), Mr. LIN Yong (Deputy Chairman and Managing Director), Mr. POON Mo Yiu, Mr. HUI Yee Wilson, Mr. CHENG Chi Ming Brian\*, Ms. WANG Meijuan\*, Mr. William CHAN\*, Mr. TSUI Hing Chuen William\*\*, Mr. LAU Wai Piu\*\*, Mr. LIN Ching Yee Daniel\*\* and Mr. WEI Kuo-chiang\*\*.*

*\*   Non-executive Directors*
*\*\* Independent Non-executive Directors*