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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)

- (1) RESULTS OF THE RIGHTS ISSUE OF 2,533,453,008 RIGHTS SHARES
AT THE RIGHTS ISSUE PRICE OF HK\$3.50 EACH
ON THE BASIS OF ONE (1) RIGHTS SHARE
FOR EVERY ONE (1) EXISTING SHARE
HELD ON THE RECORD DATE;
(2) ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES
SUBJECT TO OUTSTANDING SHARE OPTIONS;
AND
(3) ADJUSTMENT TO FINAL DIVIDEND**

Joint Global Coordinators of the Rights Issue



Joint Bookrunners of the Rights Issue



Joint Underwriters of the Rights Issue



RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Friday, 15 May 2015, being the latest time for acceptance of, and payment for, the Rights Shares and for application and payment for excess Rights Shares, a total of 22,766 valid acceptances and applications had been received for a total of 11,893,445,029 Rights Shares, which comprised:

- (a) 10,339 valid acceptances of provisional allotments for a total of 2,525,678,905 Rights Shares, representing approximately 99.69% of the total number of Rights Shares under the Rights Issue; and
- (b) 12,427 valid applications for a total of 9,367,766,124 excess Rights Shares, representing approximately 369.76% of the total number of Rights Shares under the Rights Issue.

In aggregate, they represented approximately 4.69 times the 2,533,453,008 Rights Shares available for subscription under the Rights Issue.

The Rights Issue became unconditional at 5:00 p.m. on Monday, 18 May 2015.

UNDERWRITING AGREEMENT

As all the conditions set out in the Underwriting Agreement had been fulfilled and the Underwriting Agreement had not been terminated by the Joint Underwriters at or before 5:00 p.m. on Monday, 18 May 2015, the Underwriting Agreement became unconditional in all respects at 5:00 p.m. on Monday, 18 May 2015. As the Rights Issue was over-subscribed, the obligations of the Joint Underwriters under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

EXCESS RIGHTS SHARES

Based on the number of valid acceptances referred to above, 7,774,103 Rights Shares were available as excess Rights Shares for subscription under the EAFs. The Board has resolved to allocate all the excess Rights Shares as set out below in this announcement.

SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

It is expected that the share certificates for all fully-paid Rights Shares and the refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares will be despatched, without interest, to allottees/applicants who are entitled thereto by ordinary post to their registered addresses at their own risk on or around Tuesday, 26 May 2015. Allottee(s) will receive one share certificate for all the Rights Shares allotted and issued to him/her/it.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES IN FULLY-PAID FORM

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 27 May 2015.

ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES SUBJECT TO OUTSTANDING SHARE OPTIONS

As a result of the Rights Issue, adjustments are required to be made to the exercise price and the number of Shares falling to be issued upon the exercise of the Share Options in accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules.

ADJUSTMENT TO FINAL DIVIDEND

Pursuant to the completion of the Rights Issue, the final dividend for the year ended 31 December 2014 shall be adjusted from HK\$0.155 per Share to HK\$0.0664 per Share.

Reference is made to the announcement of Haitong International Securities Group Limited (the “**Company**”) dated 18 March 2015, the circular of the Company dated 31 March 2015, the announcement of poll results of the SGM of the Company dated 21 April 2015 and the prospectus of the Company dated 30 April 2015 (the “**Prospectus**”) in respect of, among other things, the Rights Issue. Capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus unless otherwise stated.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Friday, 15 May 2015, being the latest time for acceptance of, and payment for, the Rights Shares and for application and payment for the excess Rights Shares, a total of 22,766 valid acceptances and applications had been received for a total of 11,893,445,029 Rights Shares, which comprised:

- (a) 10,339 valid acceptances of provisional allotments for a total of 2,525,678,905 Rights Shares, representing approximately 99.69% of the total number of Rights Shares under the Rights Issue; and
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In aggregate, they represented approximately 4.69 times the 2,533,453,008 Rights Shares available for subscription under the Rights Issue.

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EXCESS RIGHTS SHARES

Based on the number of valid acceptances referred to above, 7,774,103 Rights Shares were available as excess Rights Shares for subscription under the EAFs. Given that the number of excess Rights Shares is insufficient to satisfy all valid applications, no preference has been given to topping-up odd lots to whole board lots and the Board has resolved to allocate the 7,774,103 excess Rights Shares on a fair and equitable basis and on a pro-rata basis to those Qualifying Shareholders who applied for excess Rights Shares with reference to the number of excess Rights Shares applied for by them.

The 7,774,103 excess Rights Shares have been allocated on the following basis:

Number of Excess Rights Shares Applied For	Number of Valid Excess Applications	Total Number of Excess Rights Shares Applied For	Basis of allocation	Total Number of Excess Rights Shares allocated	Approximate percentage of allocation based on the total number of Excess Rights Shares applied for in this category
1 to 7,000,000	12,426	93,973,058	0.083% of the excess Rights Shares applied for (rounded up to the nearest whole number)	83,880	0.089%
9,273,793,066	1	9,273,793,066	Approximately 0.083% of the excess Rights Shares applied for	7,690,223	0.083%
	<u>12,427</u>	<u>9,367,766,124</u>		<u>7,774,103</u>	

Note: The number of excess Rights Shares allocated to each applicant has been rounded up (as appropriate) to eliminate any fractional Shares which may arise after the foregoing basis of allocation has been applied.

The Board is of the view that the above basis of allocation is fair and reasonable to the Qualifying Shareholders who applied for excess Rights Shares under the excess rights applications.

HTIH has accepted the Rights Shares provisionally allotted to it pursuant to its irrevocable undertaking under the Underwriting Agreement.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue is as follows:

Shareholders	Immediately before completion of the Rights Issue (Note 1)		Immediately after completion of the Rights Issue (Note 1)	
	Number of Shares	Approximate % of the total issued Shares	Number of Shares	Approximate % of the total issued Shares
HTIH (Note 2)	1,453,087,080	56.74%	2,906,174,160	57.05%
Total Directors' interests	3,066,232	0.12%	6,132,464	0.12%
	(Note 3)		(Note 4)	
Other Shareholders	<u>1,104,659,218</u>	<u>43.14%</u>	<u>2,181,958,914</u>	<u>42.83%</u>
Total:	<u>2,560,812,530</u>	<u>100.00%</u>	<u>5,094,265,538</u>	<u>100.00%</u>

Notes:

- (1) Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- (2) HTIH is a controlling shareholder (as defined under the Listing Rules) of the Company.
- (3) (i) 1,994,510 Shares are held by Mr. LIN Yong, (ii) 921,722 Shares are held by Mr. LI Jianguo and (iii) 150,000 Shares are held by Mr. TSUI Hing Chuen William as beneficial owners.
- (4) (i) 3,989,020 Shares will be held by Mr. LIN Yong, (ii) 1,843,444 Shares will be held by Mr. LI Jianguo and (iii) 300,000 Shares will be held by Mr. TSUI Hing Chuen William as beneficial owners.

SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

It is expected that the share certificates for all fully-paid Rights Shares and the refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares will be despatched, without interest, to allottees/applicants who are entitled thereto by ordinary post to their registered addresses at their own risk on or around Tuesday, 26 May 2015. Allottee(s) will receive one share certificate for all the Rights Shares allotted and issued to him/her/it.

COMMENCEMENT OF DEALINGS IN RIGHTS SHARES IN FULLY-PAID FORM

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 27 May 2015.

ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES SUBJECT TO OUTSTANDING SHARE OPTIONS

Upon completion of the Rights Issue, the exercise price and the number of Shares to be issued and allotted under the outstanding Share Options will be adjusted pursuant to the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules. The adjustments to the exercise price and the number of the Shares falling to be issued under the outstanding Share Options are as follows with effect from 26 May 2015 upon the Company's allotment and issue of the Rights Shares pursuant to the Rights Issue:

<i>Date of grant of the Share Options</i>	<i>Exercise period</i>	Before completion of the Rights Issue		After completion of the Rights Issue	
		<i>Exercise price per Share (HK\$)</i>	<i>Number of Shares falling to be issued</i>	<i>Adjusted exercise price per Share (HK\$)</i>	<i>Adjusted number of Shares falling to be issued</i>
1 December 2007	1 June 2008 to 31 May 2016	5.098	2,337,738	3.366	3,540,652
3 September 2010	3 March 2011 to 2 March 2019	4.208	7,404,872	2.778	11,215,146

In accordance with the note to paragraph 17.03(13) of the Listing Rules, the Directors have engaged Deloitte Touche Tohmatsu, as the auditor of the Company, to perform certain agreed-upon procedures on the computation of the adjustments to the exercise price and the number of Shares to be issued and allotted under the outstanding Share Options in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants and issue a report of factual findings to the Directors. Separate notification regarding the adjustments will be sent by the Company to each holder of the Share Options.

ADJUSTMENT TO FINAL DIVIDEND

Pursuant to the completion of the Rights Issue, the final dividend for the year ended 31 December 2014 shall be adjusted from HK\$0.155 per Share to HK\$0.0664 per Share with effect from 26 May 2015 upon the Company's allotment and issue of the Rights Shares.

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

Hong Kong, Friday, 22 May 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*