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海通证券股份有限公司
HAITONG SECURITIES CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6837)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 23 SEPTEMBER 2016

VOTING RESULTS OF THE MEETING

References are made to the notice and the circular (the “**Circular**”) of extraordinary general meeting (the “**EGM**”) dated 8 August 2016, the supplemental notice of the EGM and the supplemental circular of the EGM (the “**Supplemental Circular**”) dated 7 September 2016 and the indicative announcement regarding the convening of the EGM dated 7 September 2016 of Haitong Securities Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

The Board of Directors (the “**Board**”) of the Company is pleased to announce that the EGM was held at Jing Song Hall, 4/F, Pine City Hotel, No. 777 Zhaojiabang Road, Shanghai, the PRC, by way of an on-site meeting, on Friday, 23 September 2016 at 2:00 p.m.

The meeting was convened by the Board and chaired by Mr. QU Qiuping, the Director and general manager of the Company. Voting at the EGM was conducted by a combination of network voting and poll onsite. In accordance with relevant PRC laws and regulations, the holders of A Shares were entitled to attend the voting at the EGM in person, by proxy, or via network for the relevant resolutions. The time of network voting for the resolutions proposed at the EGM for holders of A Shares on 23 September 2016 was set out in the notice of the EGM to holders of A Shares dated 5 August 2016 published on the website of Shanghai Stock Exchange separately. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, two representatives from the Company's Shareholders, a Supervisor of the Company and one representative from Grandall Law Firm (Shanghai) were appointed by the Company as the scrutineers for the vote-taking at the EGM. Two representatives of the auditors of the Company also attended the EGM. Some of the Directors and Supervisors, as well as the Secretary to the Board, attended the EGM. Some members of the senior management were also present.

As at the date of the EGM, the total number of issued shares of the Company was 11,501,700,000, which was the total number of shares entitling the holders to attend and vote for or against or abstain from voting in respect of the resolutions at the EGM. There was no restriction on any Shareholder casting votes on any of the proposed resolutions at the EGM. No Shareholder was required to vote against or abstain from voting in respect of the resolutions proposed at the EGM.

A total of 53 Shareholders and their proxies, holding an aggregate of 4,142,282,051 shares with voting rights, representing approximately 36.014520% of the total shares with voting rights of the Company, in which, 52 Shareholders of A Shares and their proxies, holding an aggregate of 2,574,089,968 shares, representing approximately 22.380083% of the total shares with voting rights of the Company while 1 Shareholder of H Shares and their proxies, holding an aggregate of 1,568,192,083 shares, representing approximately 13.634437% of the total shares with voting rights of the Company, have attended the EGM.

POLL RESULTS OF THE EGM

The Shareholders present at the EGM considered and approved the following resolutions:

ORDINARY RESOLUTIONS		For		Against		Abstain		
		Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)	
1.	To consider and approve the proposals on appointment of the directors of the Company:							
	1.1. Appointment of Mr. Zhou Jie as an executive director of the Company.	A Shares	2,573,738,521	99.986347	53,303	0.002070	298,144	0.011583
		H Shares	1,556,854,004	99.276997	10,341,579	0.659458	996,500	0.063545
		Total	4,130,592,525	99.717800	10,394,882	0.250946	1,294,644	0.031254
	1.2. Appointment of Mr. Xu Jianguo as a non-executive director of the Company.	A Shares	2,573,738,521	99.986347	53,303	0.002070	298,144	0.011583
		H Shares	1,549,137,004	98.784901	18,058,579	1.151554	996,500	0.063545
		Total	4,122,875,525	99.531502	18,111,882	0.437244	1,294,644	0.031254
As more than half of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as an ordinary resolution.								
2.	To consider and approve the appointment of Dr. Lam Lee G. as an independent non-executive director of the Company.	A Shares	2,559,933,637	99.450045	13,858,187	0.538372	298,144	0.011583
		H Shares	1,302,543,385	83.060194	262,844,198	16.760969	2,804,500	0.178837
		Total	3,862,477,022	93.245148	276,702,385	6.679950	3,102,644	0.074902
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.								

SPECIAL RESOLUTIONS		For		Against		Abstain		
		Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)	
1.	To consider and approve the proposed amendments to the Articles of Association of the Company and the Rules of Procedure for Shareholders' General Meetings of the Company.	A Shares	2,573,701,921	99.984925	91,100	0.003539	296,947	0.011536
		H Shares	1,567,080,983	99.929148	114,600	0.007307	996,500	0.063545
		Total	4,140,782,904	99.963809	205,700	0.004966	1,293,447	0.031225
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.								
2.	To consider and approve the proposal regarding the general mandate to issue offshore debt financing instruments of the Company, including:							
	2.1. Type	A Shares	2,573,698,321	99.984785	94,703	0.003679	296,944	0.011536
		H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545
		Total	4,099,751,570	98.973260	41,237,037	0.995515	1,293,444	0.031225
	2.2. Term	A Shares	2,573,698,321	99.984785	94,703	0.003679	296,944	0.011536
		H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545
		Total	4,099,751,570	98.973260	41,237,037	0.995515	1,293,444	0.031225
	2.3. Interest rate	A Shares	2,573,698,321	99.984785	94,703	0.003679	296,944	0.011536
		H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545
		Total	4,099,751,570	98.973260	41,237,037	0.995515	1,293,444	0.031225
	2.4. Issuer, issue size and issue method	A Shares	2,573,698,321	99.984785	94,703	0.003679	296,944	0.011536
		H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545
		Total	4,099,751,570	98.973260	41,237,037	0.995515	1,293,444	0.031225
	2.5. Issue price	A Shares	2,573,698,321	99.984785	94,703	0.003679	296,944	0.011536
		H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545
		Total	4,099,751,570	98.973260	41,237,037	0.995515	1,293,444	0.031225

SPECIAL RESOLUTIONS			For		Against		Abstain	
			Shares	Percentage (%)	Shares	Percentage (%)	Shares	Percentage (%)
2.6. Security and other credit enhancement arrangements	A Shares	2,573,698,321	99.984785	94,703	0.003679	296,944	0.011536	
	H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545	
	Total	4,099,751,570	98.973260	41,237,037	0.995515	1,293,444	0.031225	
2.7. Use of proceeds	A Shares	2,573,697,121	99.984738	94,703	0.003679	298,144	0.011583	
	H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545	
	Total	4,099,750,370	98.973231	41,237,037	0.995515	1,294,644	0.031254	
2.8. Issue target and arrangements on placement to shareholders of the Company	A Shares	2,573,697,721	99.984762	94,703	0.003679	297,544	0.011559	
	H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545	
	Total	4,099,750,970	98.973245	41,237,037	0.995515	1,294,044	0.031240	
2.9. Guarantee measures for repayment	A Shares	2,573,697,724	99.984762	94,700	0.003679	297,544	0.011559	
	H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545	
	Total	4,099,750,973	98.973245	41,237,034	0.995515	1,294,044	0.031240	
2.10. Listing of debt financing instruments	A Shares	2,573,697,121	99.984738	94,703	0.003679	298,144	0.011583	
	H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545	
	Total	4,099,750,370	98.973231	41,237,037	0.995515	1,294,644	0.031254	
2.11. Validity period of resolution	A Shares	2,573,697,121	99.984738	94,700	0.003679	298,147	0.011583	
	H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545	
	Total	4,099,750,370	98.973231	41,237,034	0.995515	1,294,647	0.031254	
2.12. Authorisation for issuance of offshore debt financing instruments of the Company	A Shares	2,573,697,121	99.984738	94,703	0.003679	298,144	0.011583	
	H Shares	1,526,053,249	97.312904	41,142,334	2.623551	996,500	0.063545	
	Total	4,099,750,370	98.973231	41,237,037	0.995515	1,294,644	0.031254	
As more than two-thirds of the votes were cast in favour of each of these resolutions, each of these resolutions was duly passed as a special resolution.								

Please refer to the Circular and the Supplemental Circular for full text of the resolutions.

APPOINTMENT OF DIRECTORS

Biographical details of the Directors appointed by the above ordinary resolutions numbered 1 and 2 as approved by the Shareholders are set out as follows:

Mr. Zhou Jie (周杰) (“Mr. Zhou”), born in 1967, graduated from the College of Management of Shanghai Jiao Tong University majoring in the management engineering with a master’s degree of engineering in February 1992. From February 1992 to June 1996, Mr. Zhou served in the investment banking department of Shanghai Wanguo Holdings Ltd. From June 1996 to December 2001, Mr. Zhou served, successively, as the manager of investment department, the vice general manager, and the chairman of the board of directors and the general manager of Shanghai SIIC Asset Management Co., Ltd. From December 2001 to April 2003, he was the director and general manager of SIIC Medical Science and Technology (Group) Limited. From January 2002 to July 2016, he acted, successively, as the executive director and the vice executive officer, the executive director and the executive vice president, the vice chairman and chief executive officer of Shanghai Industrial Holdings Limited (listed on the Hong Kong Stock Exchange under the stock code of 0363). From August 2004 to July 2016, he was the chief planning officer, the executive director and vice president, the executive director and executive vice president, and the president and secretary of CPC committee of SIIC Shanghai (Holding) Co., Ltd. From March 2010 to May 2012, he was the chairman of the supervisory committee of Shanghai Pharmaceuticals Holding Co., Ltd. (listed on the Shanghai Stock Exchange under the stock code of 601607; listed on the Hong Kong Stock Exchange under the stock code of 2607), of which he was the chairman of the board of directors and the secretary of CPC committee from June 2012 to June 2013 and from May 2016 to July 2016. From January 2009 to July 2016, Mr. Zhou was a non-executive director of Semiconductor Manufacturing International Corporation (listed on the New York Stock Exchange under the ticker symbol of “SMI”; listed on the Hong Kong Stock Exchange under the stock code of 0981).

Mr. Xu Jianguo (許建國) (“Mr. Xu”), born in 1964, obtained his EMPACC degree from The Chinese University of Hong Kong in October 2013 and is a senior accountant. Mr. Xu worked in the finance department and audit office of Shanghai Cable Works (上海電纜廠) from July 1984 to December 2001, inspection office of Shanghai Electric (Group) Corporation from January 2002 to March 2004 and the assets and finance department of Shanghai Electric Assets Management Company Limited from April 2004 to September 2005, respectively. He served as an assistant to the financial manager of the first management department of Shanghai Electric Assets Management Company Limited from September 2005 to August 2008 during which period he also served as the chief financial officer of Shanghai Li Da Heavy Industrial Manufacturing Limited from March 2006 to August 2008. From August 2008 to December 2009, Mr. Xu was the deputy head of the assets and finance department of Shanghai Electric Assets Management Company Limited. From December 2009 to April 2013, he served as the deputy head of the financial budget department of Shanghai Electric (Group) Corporation and has been the head of the same department since April 2013.

Dr. Lam Lee G. (林家禮) (“Dr. Lam”), aged 57, has international experience in general management, management consulting, corporate governance, investment banking, direct investment and fund management across the telecommunications/media/technology (TMT), consumer/healthcare, infrastructure/real estates, energy/resources and financial services sectors. He currently serves as independent or non-executive directors of several listed companies and investment funds in the Asia Pacific region. From 1981 to 2001, Dr. Lam held numerous senior management positions, including chief executive officer, chief operating officer and general manager, at leading enterprises in the telecommunications/media/high-tech, retail/consumption, infrastructure/real estates and financial services sectors, including Bell Canada Co., Limited (加拿大貝爾有限公司) (from June 1981 to December 1988), Ernst & Young (from April 1989 to November 1989), Hong Kong Telecommunications Ltd. (from November 1989 to August 1993), New World Telephone Group Limited (新世界電話集團有限公司) (from January 1995 to December 1996) and Singapore Technologies Telemedia Pte Ltd which operates under Temasek Holdings, a Singapore sovereign wealth fund (from April 2000 to September 2001). Dr. Lam served as the vice president or partner, head of Greater China and head of telecommunications/media/high-tech – Asia at A.T. Kearney International Management Consultancy Co., Ltd. (美國科爾尼國際管理顧問公司), from July 1993 to January 1995; partner and Head – Global Chinese at Heidrick & Struggles International, Inc. from December 1998 to October 1999; vice chairman and chief operating officer of the investment banking division of BOC International Holdings Limited from September 2001 to April 2004; and chairman of the board, director and chief executive officer of Chia Tai Group and its numerous Asian subsidiaries from January 2003 to September 2009. From May 2007 to March 2015, he was Chairman – Indochina, Myanmar and Thailand (and formerly Chairman – Hong Kong) of Macquarie Capital (Hong Kong) Limited. He has served as Chairman – ASEAN Free Trade Zone and Senior Adviser – Asia of Macquarie Infrastructure and Real Assets (Hong Kong) Limited since May 2015.

Dr. Lam holds a Bachelor of Science in Mathematics and Sciences, a Master of Science in Systems Science, and a Master of Business Administration, all from the University of Ottawa in Canada (where he graduated in May 1982, October 1985 and March 1989, respectively); a Post-graduate Diploma in Public Administration from Carleton University in Canada (where he graduated in June 1988); a Post-graduate Diploma in English and Hong Kong Law and a Bachelor of Law (Honours) from Manchester Metropolitan University in the U.K. (where he graduated in September 2005 and July 2006, respectively); a LL.M. from the University of Wolverhampton in the U.K.; a Postgraduate Certificate in Laws from the City University of Hong Kong (where he graduated in July 2008); a Certificate in Professional Accountancy from the School of Continuing and Professional Studies of the Chinese University of Hong Kong (where he graduated in September 2010), a Ph.D from the University of Hong Kong (where he graduated in December 2004) and a Master of Public Administration from the University of Hong Kong (where he graduated in November 2013). He is also a Solicitor (formerly a barrister-at-law) of the High Court of Hong Kong, an Honorary Fellow of CPA Australia and a Fellow of CMA Australia.

Dr. Lam currently serves as independent non-executive directors of CSI Properties Limited (stock code: 497), Mei Ah Entertainment Group Ltd. (stock code: 391), Vonggroup Limited (stock code: 318), Glorious Sun Enterprises Limited (stock code: 393) and Sino Resources Group Limited (stock code: 223); non-executive directors of Sunwah Kingsway Capital Holdings Limited (stock code: 188) and China LNG Group Limited (stock code: 931), the shares of all of which are listed on the Hong Kong Stock Exchange. He currently serves as independent non-executive directors of Asia-Pacific Strategic Investments Limited (stock code: 5RA), Rowsley Limited (stock code: A50) and Top Global Limited (stock code: 519), the shares of all of which are listed on the Singapore Exchange. Dr. Lam is also an independent director of Sunwah International Limited (stock code: TSX SWH), whose shares are listed on the Toronto Stock Exchange; independent non-executive directors of Vietnam Equity Holding (stock code: 3MS) and Vietnam Property Holding (stock code: 3MT), the shares of both of which are listed on the Stuttgart Stock Exchange; and an independent non-executive director of Coalbank Limited (stock code: ASX CBQ), whose shares are listed on the Australian Securities Exchange.

Dr. Lam was formerly non-executive directors of China Communication Telecom Services Company Limited (stock code: 8206), ZH International Holdings Limited (formerly known as Heng Fai Enterprises Limited, stock code: 185) and DTXS Silk Road Investment Holdings Company Limited (formerly known as UDL Holdings Limited, stock code: 620); also independent non-executive directors of China Oceanwide Holdings Limited (formerly known as Hutchison Harbour Ring Limited, stock code: 715), Far East Holdings International Limited (stock code: 36), Ruifeng Petroleum Chemical Holdings Limited (stock code: 8096), Mingyuan Medicare Development Company Limited (stock code: 233) and Imagi International Holdings Limited (stock code: 585), the shares of all of which are listed on the Hong Kong Stock Exchange. Dr. Lam served as independent non-executive director of Next-Generation Satellite Communications Limited (stock code: B07), whose shares are listed on the Singapore Exchange.

As far as the Directors are aware, save as disclosed above, none of Mr. Zhou, Mr. Xu or Dr. Lam has held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. None of Mr. Zhou, Mr. Xu or Dr. Lam has any relationship with any directors, supervisors, senior management or substantial shareholders of the Company, nor do they hold any position in the Company or any of its subsidiaries. Dr. Lam does not have any relationship with his nominating shareholders, Insight Capital Management (Hong Kong) Limited and AA Global Ventures Limited. As at the date of this announcement, none of Mr. Zhou, Mr. Xu or Dr. Lam has any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Zhou, Mr. Xu or Dr. Lam which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders. None of Mr. Zhou, Mr. Xu or Dr. Lam has been penalized by CSRC or other relevant departments or stock exchanges.

As at the date of this announcement, the Company has not entered into any service contract with Mr. Zhou, Mr. Xu or Dr. Lam. Unless adjustment is required by the relevant applicable laws and regulations, the terms of office of Mr. Zhou, Mr. Xu and Dr. Lam shall be the same as the sixth session of the Board. The remuneration of Mr. Zhou shall be determined in accordance with the Management Measures with regard to the Compensation and Performance Review for Senior Management of Haitong Securities Co., Ltd. The remuneration of Mr. Xu and Dr. Lam shall be determined in accordance with the “Resolution with regard to Adjustments to Allowances of the Directors and Supervisors” of the Company.

The appointments of Mr. Zhou, Mr. Xu and Dr. Lam as the Directors are still subject to the regulatory authorities’ approval on their respective qualification for appointment.

ATTESTATION BY LAWYERS

Grandall Law Firm (Shanghai), the PRC legal advisers to the Company, consider that the convening and convocation procedures of the EGM are in accordance with the relevant laws and administrative rules as well as the Rules of Procedure for Shareholders’ General Meetings and the Articles of Association; the qualifications of conveners of and the attendees at the EGM are lawful and valid; and the voting procedures and poll results of the EGM are lawful and valid.

By order of the Board
Haitong Securities Co., Ltd.
HUANG Zhenghong
Joint Company Secretary

Shanghai, the PRC
23 September 2016

As at the date of this announcement, our executive director is Mr. QU Qiuping; our non-executive directors are Ms. YU Liping, Mr. CHEN Bin, Mr. WANG Hongxiang, Ms. ZHANG Xinmei and Mr. SHEN Tiedong; and our independent non-executive directors are Mr. LIU Cheeming, Mr. XIAO Suining, Mr. LI Guangrong, Mr. ZHANG Ming and Mr. FENG Lun.

* *For identification purpose only*