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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)

PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

The board of directors (the **“Board”**) of Haitong International Securities Group Limited (the **“Company”**) and together with its subsidiaries, the **“Group”**) proposes to adopt a new share option scheme (the **“Scheme”**) pursuant to Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**) after the expiry of its existing share option scheme on 22 August 2012, to attract, retain and motivate talented employees to strive towards long term performance targets set by the Group and to provide them with an incentive to work better for the interest of the Group. The Scheme is subject to, among other things, the approval of the shareholders of the Company (the **“Shareholders”**) at a special general meeting of the Company (**“SGM”**) to be convened for the purpose of considering and, if thought fit, approving the adoption of the Scheme, and the approval of the shareholders of Haitong Securities Co., Ltd. (stock code: 6837), the holding company of Haitong International Holdings Limited, the controlling shareholder of the Company. The principal terms of the Scheme is expected to encompass: -

Maximum number of shares available for exercise

The maximum number of shares of the Company (the **“Shares”**) which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes shall not in aggregate exceed 10% of the Shares in issue as at the date of approval by the Shareholders and as such limit is refreshed by the Shareholders from time to time. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes shall not exceed 30% of the Shares in issue from time to time.

Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the options granted to each participant under the Scheme and any other option schemes (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue.

Exercise Period

The exercise period of the options granted under the Scheme is to be determined by the Board, and such period shall not exceed a period of 10 years commencing on the date on which an offer of the grant of an option is made by the Board (the **“Offer Date”**) and expiring on the last day of such period.

Exercise Price

Subject to any adjustments made pursuant to the terms of the Scheme, the exercise price of the options granted under the Scheme shall be a price solely determined by the Board and shall be at least the highest of (i) the closing price of the Shares as stated in The Stock Exchange of Hong Kong Limited's (the "**Stock Exchange**") daily quotations sheet on the Offer Date; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

Duration and Termination

The Scheme shall be valid and effective for a period of 10 years commencing on the date of its adoption, after which period no further options will be granted but in all other respects the provisions of the Scheme shall remain in full force and effect and options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue.

Circular

A circular containing finalised details of the Scheme to be considered by the Shareholders at the SGM will be despatched to the Shareholders in accordance with the Listing Rules.

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

Hong Kong, 13 April 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*