

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to sell, dispose, acquire, purchase or subscribe for securities in the Company and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever.

Distribution of this announcement into jurisdictions other than Hong Kong may be restricted by law.

Persons who come into possession of this announcement should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States. This announcement is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The securities referred to herein have not been and will not be registered under the US Securities Act or the laws of any state or jurisdiction of the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the US Securities Act and applicable state laws. There is no intention to register any portion of the rights issue or any securities described herein in the United States or to conduct a public offering of securities in the United States.



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)

**RESULTS OF THE RIGHTS ISSUE OF 697,979,812 RIGHTS SHARES
AT THE RIGHTS ISSUE PRICE OF HK\$3.80 EACH
ON THE BASIS OF ONE RIGHTS SHARE
FOR EVERY TWO EXISTING SHARES
HELD ON THE RECORD DATE
AND
ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF SHARES
SUBJECT TO OUTSTANDING SHARE OPTIONS**

Joint Global Coordinators of the Rights Issue



Haitong International Securities Company Limited



Joint Bookrunners of the Rights Issue



**Haitong International
Securities Company Limited**



NOMURA



Joint Underwriters of the Rights Issue



Haitong International Holdings Limited



RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Friday, 23 May 2014, 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 258 valid acceptances and applications had been received for a total of 742,165,319 Rights Shares, which comprised:

- (a) 139 valid acceptances of provisional allotments for a total of 618,424,140 Rights Shares, representing approximately 88.60% of the total number of Rights Shares under the Rights Issue; and
- (b) 119 valid applications for a total of 123,741,179 excess Rights Shares, representing approximately 17.73% of the total number of Rights Shares under the Rights Issue.

In aggregate, they represented approximately 1.06 times the 697,979,812 Rights Shares available for subscription under the Rights Issue.

The Rights Issue became unconditional at 4:00 p.m. on Monday, 26 May 2014.

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 4:00 p.m. on Monday, 26 May 2014, the Underwriting Agreement became unconditional in all respects at 4:00 p.m. on Monday, 26 May 2014. 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, 79,555,672 Rights Shares were available as excess Rights Shares for subscription under the EAFs. The Board has resolved to allot 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 applicants/allottees who are entitled thereto by ordinary post to their registered addresses at their own risk on or around Tuesday, 3 June 2014. Applicant(s)/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, 4 June 2014.

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.

Reference is made to the prospectus of Haitong International Securities Group Limited (the “**Company**”) dated Friday, 9 May 2014 (the “**Prospectus**”) and the announcement of the Company dated Tuesday, 22 April 2014 in respect of the Rights Issue. Capitalised terms used herein 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, 23 May 2014, 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 258 valid acceptances and applications had been received for a total of 742,165,319 Rights Shares, which comprised:

- (a) 139 valid acceptances of provisional allotments for a total of 618,424,140 Rights Shares, representing approximately 88.60% of the total number of Rights Shares under the Rights Issue; and
- (b) 119 valid applications for a total of 123,741,179 excess Rights Shares, representing approximately 17.73% of the total number of Rights Shares under the Rights Issue.

In aggregate, they represented approximately 1.06 times the 697,979,812 Rights Shares available for subscription under the Rights Issue.

The Rights Issue became unconditional at 4:00 p.m. on Monday, 26 May 2014.

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 4:00 p.m. on Monday, 26 May 2014, the Underwriting Agreement became unconditional in all respects at 4:00 p.m. on Monday, 26 May 2014. 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, 79,555,672 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, the Board has resolved to allocate the 79,555,672 excess Rights Shares on a fair and equitable basis and on the principles set forth in the Prospectus, as follows:

- (i) 173,724 excess Rights Shares have been allocated to 108 applications for topping up odd-lot holdings to whole-lot holdings (the “**Successful Top-up Applications**”); and
- (ii) the remaining 79,381,948 excess Rights Shares have been allocated to the Qualifying Shareholders based on a pro-rata basis with reference to the number of excess Rights Shares applied for by them, with flexibility to round up to whole-lot holdings, details of which are set out below:

Number of excess Rights Shares applied for under each valid excess application	Number of valid excess applications	Total number of excess Rights Shares applied for	Total number of excess Rights Shares allocated	Approximate percentage of allocation based on the total number of excess Rights Shares applied for	Basis of allocation
1 to 1,999	55	86,049	86,049	100%	In full for the Successful Top-up Applications
2,000 to 1,300,000	63	6,869,675	4,501,675	65.53%	In full for the Successful Top-up Applications plus 64.20% of the remaining excess Rights Shares applied for (rounded up to the nearest board lot)
116,785,455	1	116,785,455	74,967,948	64.19%	Approximately 64.19% of the excess Rights Shares applied for
Total:	119	123,741,179	79,555,672		

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 allotment 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)	
	<i>Number of Shares</i>	<i>Approximate % of the total issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of the total issued Shares</i>
HTIH (Note 2)	1,001,808,720	71.76%	1,502,713,080	71.76%
Other Shareholders	<u>394,150,904</u>	<u>28.24%</u>	<u>591,226,356</u>	<u>28.24%</u>
Total:	<u>1,395,959,624</u>	<u>100.00%</u>	<u>2,093,939,436</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.

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 applicants/allottees who are entitled thereto by ordinary post to their registered addresses at their own risk on or around Tuesday, 3 June 2014. Applicant(s)/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, 4 June 2014.

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 3 June 2014 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	5.129	11,205,080	5.098	10,078,591 <i>(Note 1)</i>
3 September 2010	3 March 2011 to 2 March 2019	4.234	18,426,163	4.208	17,616,211 <i>(Note 2)</i>

Notes:

- (1) This figure reflects the lapse of 1,187,255 Share Options to be effective on 1 June 2014 due to the retirement of a staff member of the Company.
- (2) This figure reflects the lapse of 916,165 Share Options to be effective on 1 June 2014 due to the retirement of the staff member as mentioned in Note (1) above.

In accordance with the note to paragraph 17.03(13) of the Listing Rules, the Directors have engaged PricewaterhouseCoopers Limited, as the independent financial adviser of the Company, to perform certain factual finding procedures on the compilation of the adjustments to the exercise price and the number of outstanding Share Options in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by Hong Kong Institute of Certified Public Accountants and report their findings to the Directors. Separate notification regarding the adjustments will be sent by the Company to each holder of the Share Options.

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

Hong Kong, Friday, 30 May 2014

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. 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*