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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)

**ADJUSTMENT TO CONVERSION PRICES OF THE
HK\$1,008,000,000 1.25% CONVERTIBLE BONDS DUE 2018
AND THE HK\$1,164,000,000 1.25% CONVERTIBLE BONDS DUE 2019**

The Company announces that the respective Conversion Price of the Convertible Bonds have been adjusted as follows with effect from 17 June 2015 as a result of the determination of the right to the entitlement of the final dividend of HK\$0.0664 per Share for the year ended 31 December 2014 as resolved by the Shareholders on 8 June 2015:

- (i) in respect of the 2013 CBs, from HK\$3.13 per Share to HK\$3.10 per Share; and
- (ii) in respect of the 2014 CBs, from HK\$5.21 per Share to HK\$5.17 per Share.

References are made to (i) the announcements of Haitong International Securities Group Limited (the “**Company**”) dated 10 July 2013, 18 July 2013, 19 July 2013, 13 September 2013, 18 September 2013, 10 October 2013, 18 October 2013, 25 April 2014, 9 May 2014 and 1 September 2014 respectively in relation to the 2013 CBs, the announcements of the Company dated 24 October 2014, 4 November 2014 and 5 November 2014 respectively in relation to the 2014 CBs and the announcement of the Company dated 22 April 2015 in relation to the adjustment to conversion prices of the 2013 CBs and the 2014 CBs (collectively, the “**CB Announcements**”), (ii) the announcement of the Company dated 11 March 2015 in relation to the final results of the Company for the year ended 31 December 2014, (iii) the announcement of the Company dated 22 May 2015 in relation to, inter alia, the adjustment to the final dividend and (iv) the announcement of the Company dated 8 June 2015 in relation to the poll results of the annual general meeting of the Company held on 8 June 2015. The Convertible Bonds are listed on the Singapore Exchange Securities Trading Limited. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the CB Announcements.

Notice is hereby given that, pursuant to the provisions on adjustments to the respective price per Conversion Share at which the Convertible Bonds may be converted into the Shares (the “**Conversion Price**”) as stated in the respective terms and conditions of the Convertible Bonds, the respective Conversion Price of the Convertible Bonds have been adjusted as follows as a result of the determination of the right to the entitlement of the final dividend of HK\$0.0664 per Share for the year ended 31 December 2014 as resolved by the Shareholders on 8 June 2015 (the “**Adjustment**”):

- (i) in respect of the 2013 CBs, from HK\$3.13 per Share to HK\$3.10 per Share; and
- (ii) in respect of the 2014 CBs, from HK\$5.21 per Share to HK\$5.17 per Share.

The Adjustment is effective from 17 June 2015, being the day immediately after the record date for the determination of the aforesaid final dividend entitlement.

The Adjustment has been computed in accordance with the clause 6(C)(iii)(B) of the terms and conditions of the 2013 CBs and the clause 6(C)(iii)(B) of the terms and conditions of the 2014 CBs.

All other terms of the Convertible Bonds remain unchanged. As at the date of this announcement, the outstanding principal amount of the 2013 CBs is HK\$8,000,000. The 2013 CBs entitle the holders thereof to convert the outstanding 2013 CBs into 2,555,910 Shares before the Adjustment and 2,580,645 Shares after the Adjustment. The outstanding principal amount of the 2014 CBs is HK\$140,000,000. The 2014 CBs entitle the holders thereof to convert the outstanding 2014 CBs into 26,871,401 Shares before the Adjustment and 27,079,303 Shares after the Adjustment.

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

Hong Kong, 23 June 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*