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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)

VOLUNTARY ANNOUNCEMENT — ACQUISITION OF JAPANINVEST

References are made to the announcements dated 29 October 2014 and 26 November 2014 (the “**Announcements**”) of Haitong International Securities Group Limited (the “**Company**”) in relation to, among other things, the terms of a recommended acquisition by the Company’s wholly-owned subsidiary, Haitong International (BVI) Limited (“**Haitong BVI**”) of the entire issued and to be issued share capital of Japaninvest Group plc (“**Japaninvest**”), to be effected by means of a UK Court-sanctioned scheme of arrangement under Part 26 of the United Kingdom Companies Act 2006.

Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that the Court had sanctioned the Scheme on 24 March 2015 (London time) and the Court Order was delivered to the Registrar of Companies on 31 March 2015 (London time). Accordingly, the Scheme has now become effective in accordance with its terms.

The Japaninvest Shares on the Tokyo Stock Exchange were delisted with effect from 26 March 2015 (Japan time).

Scheme Shareholders on the register at the Scheme Record Time, being 6:00 p.m. on 23 March 2015 (London time), will receive ¥18,000 (approximately HK\$1,182) for each Scheme Share held. The latest date of despatch of cheques, or electronic settlement, in respect of the cash consideration due under the Scheme to Scheme Shareholders is 14 April 2015 (London time). With respect to the JASDEC Holders, the Depositary (as a registered holder) will receive the cash consideration on behalf of the JASDEC Holders and will distribute such monies to the JASDEC Holders through the Depositary system.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 31 March 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*