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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)

ANNOUNCEMENT

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules. The Company and certain financial institutions entered into a facility agreement on 23 May 2014, which contains provisions that impose an obligation on HSCL, a controlling shareholder of the Company, to maintain a minimum shareholding and Management Control in the Company.

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The board of directors (the "Board") of Haitong International Securities Group Limited (the "Company") announces that the Company (as Borrower) and certain financial institutions (as Lenders) entered into a facility agreement on 23 May 2014 (the "Facility Agreement") whereby the Company obtained a term loan facility in an amount of HK\$1,336,000,000 and a revolving loan facility in an amount of HK\$2,004,000,000 for a term of up to 36 months (the "Facility"). Pursuant to the terms of the Facility Agreement, if, inter alia, either of the following events of default occurs, all or any part of the Facility may be immediately cancelled and all or any part of the loans together with accrued interest and any other amounts accrued or outstanding under the Facility may become immediately due and payable or payable on demand:

- (1) Haitong Securities Co., Ltd. ("HSCL") ceases to directly or indirectly own at least 51% of the share capital in the Company; or
- (2) HSCL does not or ceases to have management control of the Company ("Management Control"). Management Control refers to (i) a majority of incumbent directors of the Company are nominees of HSCL and (ii) HSCL has control over the management strategies and policies of the Company.

As at the date of this announcement, HSCL, via its subsidiaries, indirectly holds 71.76% of the issued share capital of the Company and is a controlling shareholder of the Company.

The Company will make continuing disclosure pursuant to Rule 13.21 of the Listing Rules.

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

Hong Kong, 23 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