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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 will be adjusted as follows with effect from 23 April 2015 as a result of the determination of entitlements to the proposed Rights Issue:

- (i) in respect of the 2013 CBs, from HK\$3.61 per Share to HK\$3.13 per Share; and
- (ii) in respect of the 2014 CBs, from HK\$6.00 per Share to HK\$5.21 per Share.

References are made to (i) the announcement of Haitong International Securities Group Limited (the “**Company**”) dated 18 March 2015, the circular of the Company dated 31 March 2015 (the “**Circular**”) and the announcement of poll results of the SGM of the Company dated 21 April 2015 in relation to, among other things, the proposed Rights Issue; and (ii) the CB Announcements (as defined in the Circular). The Convertible Bonds are listed on the Singapore Stock Exchange. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

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 will be adjusted as follows as a result of the determination of entitlements to the proposed Rights Issue (the “**Adjustment**”):

- (i) in respect of the 2013 CBs, from HK\$3.61 per Share to HK\$3.13 per Share; and
- (ii) in respect of the 2014 CBs, from HK\$6.00 per Share to HK\$5.21 per Share.

The Adjustment will become effective from 23 April 2015, being the first date on which the Shares are dealt in on an ex-rights basis.

The Adjustment has been computed in accordance with the clause 6(C)(iv) of the terms and conditions of the 2013 CBs and the clause 6(C)(iv) 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\$66,000,000. The 2013 CBs entitle the holders thereof to convert the outstanding 2013 CBs into 18,282,548 Shares before the Adjustment and 21,086,261 Shares after the Adjustment. The outstanding principal amount of the 2014 CBs is HK\$199,000,000. The 2014 CBs entitle the holders thereof to convert the outstanding 2014 CBs into 33,166,666 Shares before the Adjustment and 38,195,777 Shares after the Adjustment.

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

Hong Kong, 22 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*