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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)

EXCESS SHARES PURSUANT TO ADJUSTMENT TO THE CONVERSION PRICE OF CONVERTIBLE BONDS TO FALL UNDER GENERAL MANDATE GRANTED ON 15 APRIL 2014

References are made to the announcements of Haitong International Securities Group Limited (the “**Company**”) dated 10 July 2013 and 18 September 2013 in relation to the issue of the Convertible Bonds (the “**CB Announcements**”), the announcement of the Company dated 4 March 2014 in relation to the final results of the Company for the year ended 31 December 2013, the announcement of the Company dated 15 April 2014 in relation to the poll results of the annual general meeting of the Company held on 15 April 2014, the announcement dated 22 April 2014 in relation to the proposed Rights Issue (the “**Rights Issue Announcement**”) and the announcement dated 25 April 2014 in relation to the adjustments to the conversion price of the Convertible Bonds (the “**Conversion Price Adjustment Announcement**”). 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, the Rights Issue Announcement and the Conversion Price Adjustment Announcement.

As announced in the Conversion Price Adjustment Announcement, the Convertible Bonds entitle the holders thereof to convert the Convertible Bonds into 274,659,400 conversion Shares after the Adjustment due to Distribution and the Adjustment due to Rights Issue. As such, the adjusted number of conversion Shares exceeds the number of conversion Shares permitted under the general mandate of the Company granted at the annual general meeting of the Company held on 19 April 2013. The excess number of conversion Shares, being a total of 56,589 conversion Shares, shall fall under the general mandate granted at the annual general meeting of the Company held on 15 April 2014.

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

Hong Kong, 9 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*