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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 PRICE OF THE HK\$1,008,000,000 1.25% CONVERTIBLE BONDS DUE 2018

The Company announces that the Conversion Price of the Convertible Bonds will be adjusted:

- (i) from HK\$3.91 per Share to HK\$3.81 per Share with effect from 26 April 2014 as a result of the determination of the right to the entitlement of the final dividend of HK11 cents per Share for the year ended 31 December 2013 as resolved by the Shareholders on 15 April 2014; and
- (ii) from HK\$3.81 per Share to HK\$3.67 per Share with effect from 28 April 2014 as a result of the determination of entitlements to the proposed Rights Issue as announced by the Company on 22 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 and the announcement dated 22 April 2014 in relation to the proposed Rights Issue (the “**Rights Issue 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 and the Rights Issue Announcement.

Notice is hereby given that, pursuant to the adjustments to Conversion Price provisions as stated in the Terms and Conditions of the Convertible Bonds (the “**Conditions**”), the Conversion Price of the Convertible Bonds will be adjusted:

- (i) from currently HK\$3.91 per Share to HK\$3.81 per Share (the “**Adjustment due to Distribution**”) as a result of the determination of the right to the entitlement of the final dividend of HK11 cents per Share for the year ended 31 December 2013 as resolved by the Shareholders on 15 April 2014. The Adjustment due to Distribution will become effective from 26 April 2014, being the day immediately after the record date for the determination of the aforesaid final dividend entitlement. The Adjustment due to Distribution has been computed in accordance with the clause 6(C)(iii)(B) of the Conditions; and
- (ii) from HK\$3.81 per Share to HK\$3.67 per Share (the “**Adjustment due to Rights Issue**”) as a result of the determination of entitlements to the proposed Rights Issue as announced by the Company on 22 April 2014. The Adjustment due to Rights Issue will become effective from 28 April 2014, being the first date on which the Shares are traded on an ex-rights basis. The Adjustment due to Rights Issue has been computed in accordance with the clause 6(C)(iv) of the Conditions.

All other terms of the Convertible Bonds remain unchanged. As at the date of this announcement, the total outstanding principal amount of the Convertible Bonds is HK\$1,008,000,000. The Convertible Bonds entitle the holders thereof (i) to convert the Convertible Bonds into 257,800,511 Shares before the Adjustment due to Distribution and 264,566,929 Shares after the Adjustment due to Distribution and (ii) to convert the Convertible Bonds into 264,566,929 Shares before the Adjustment due to Rights Issue and 274,659,400 Shares after the Adjustment due to Rights Issue.

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

Hong Kong, 25 April 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*