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If you have sold or transferred all your shares in **HAITONG INTERNATIONAL SECURITIES GROUP LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Annual General Meeting**”) of Haitong International Securities Group Limited (the “**Company**”) to be held at Multi-function Room, 19th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 8 June 2015 at 10:30 a.m. is set out on pages 21 to 25 of this circular.

A proxy form for use at the Annual General Meeting and any adjournment thereof is enclosed with this circular. Such proxy form can also be downloaded from the websites of HKEx (www.hkexnews.hk) and the Company (www.htisec.com). Whether or not you are able to attend the Annual General Meeting or any adjourned meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

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DEFINITIONS

In this circular (not including the accompanying AGM Notice), the following expressions have the following meanings unless the context requires otherwise:

“2013 CBs”	the HK\$776,000,000 1.25% convertible bonds due 2018 issued on 18 July 2013 and the HK\$232,000,000 1.25% convertible bonds due 2018 issued on 10 October 2013 which are listed on the Singapore Exchange Securities Trading Limited;
“2014 CBs”	the HK\$1,164,000,000 1.25% convertible bonds due 2019 issued on 4 November 2014 which are listed on the Singapore Exchange Securities Trading Limited;
“Announcement”	the announcement of the Company dated 18 March 2015 relating to proposed Rights Issue;
“Annual General Meeting”	the annual general meeting of the Company to be held at Multi-function Room, 19th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 8 June 2015 at 10:30 a.m.;
“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 21 to 25 of this circular;
“Board” or “Board of Directors”	the board of Directors;
“Business Day”	means a day (other than a Saturday or a Sunday) on which the Stock Exchange is opened for the business of dealing in securities;
“CG Code”	Corporate Governance Code as set out in Appendix 14 of the Listing Rules;
“Companies Act”	the Companies Act 1981 of Bermuda;
“Company”	Haitong International Securities Group Limited, an exempted company incorporated in Bermuda with limited liability with its Shares listed on the Main Board of the Stock Exchange;
“Convertible Bonds”	the 2013 CBs and the 2014 CBs
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HKEx”	Hong Kong Exchanges and Clearing Limited;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“HTIH”	Haitong International Holdings Limited, a company incorporated in Hong Kong with limited liability which is a wholly-owned subsidiary of HSCL and the controlling shareholder of the Company;
“HSCL”	Haitong Securities Co., Ltd., a joint stock company incorporated in PRC with limited liability, whose overseas listed foreign invested shares are listed on the Main Board of the Stock Exchange (stock code: 6837) and the Shanghai Stock Exchange (stock code: 600837) and the holding company of HTIH;
“INED(s)”	Independent Non-executive Director(s) of the Company;
“Issue Mandate”	a proposed general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in Ordinary Resolution no. 6.1 in the AGM Notice up to 20% of the issued share capital of the Company as at the date of passing such Ordinary Resolution;
“Latest Lodging Date”	4:30 p.m. on 24 April 2015, the latest time for lodging transfer documents of the Shares in order to qualify for the Rights Issue;
“Latest Practicable Date”	23 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Bye-laws”	the bye-laws of the Company, as amended, supplemented or modified;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Record Date”	29 April 2015, the record date to determine entitlements to the Rights Issue (or such other date as may be agreed between the Company and the joint underwriters of the Rights Issue);
“Repurchase Mandate”	a proposed general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution no. 6.2 in the AGM Notice up to 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution;
“Rights Issue”	the proposed issue of not less than 2,237,149,572 Rights Shares but not more than 2,594,686,478 Rights Shares by way of rights issue on the basis of one (1) Rights Share for every one (1) Share held at the Record Date at a price of HK\$3.50 per Rights Share;
“Rights Share(s)”	Share(s) to be issued and allotted under the Rights Issue being not less than 2,237,149,572 Shares and not more than 2,594,686,478 Shares;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company;
“Share Option(s)”	the option(s) which are validly vested and exercisable by the holders entitling them to subscribe for a total of 26,594,802 as at the date of this circular;
“Share Repurchase Rules”	the relevant rules set out in Chapter 10 of the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.



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)

Board of Directors:

Executive Directors

Mr. LI Jianguo (*Deputy Chairman*)

Mr. LIN Yong (*Deputy Chairman and
Managing Director*)

Mr. POON Mo Yiu

Mr. HUI Yee Wilson

Non-executive Directors

Mr. JI Yuguang (*Chairman*)

Mr. CHENG Chi Ming Brian

Ms. WANG Meijuan

Mr. William CHAN

Independent Non-executive Directors

Mr. TSUI Hing Chuen William JP

Mr. LAU Wai Piu

Mr. LIN Ching Yee Daniel

Mr. WEI Kuo-chiang

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of

Business in Hong Kong:

22nd Floor, Li Po Chun Chambers

189 Des Voeux Road Central

Hong Kong

30 March 2015

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval of the resolutions regarding the proposed re-election of Directors, the Issue Mandate and the Repurchase Mandate, the final dividend and to provide you with the AGM Notice.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, 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.

According to bye-law 86(2) of the New Bye-laws, Mr. William CHAN who was appointed by the Board on 2 January 2015 shall hold office only until the Annual General Meeting and shall be eligible for election at the Annual General Meeting. In addition, pursuant bye-laws 87(1) and (2) of the New Bye-laws, Messrs. LIN Yong, HUI Yee Wilson, WANG Meijuan and LAU Wai Piu shall retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election. The term of office of the retiring INED, namely Mr. LAU Wai Piu who was appointed in 2006, will be more than 9 years if he is re-elected at the Annual General Meeting for a further term of approximately 3 years. Based on the information available to the Board and by reference to the Listing Rules, the Board considers that Mr. LAU is independent. Further, in the view of the extensive knowledge and experience of Mr. LAU, the Board believes that his re-election is in the best interests of the Company and the Shareholders at a whole.

Particulars of the Directors who offer themselves for re-election at the Annual General Meeting are set out in Appendix II to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 15 April 2014, a general mandate was given by the Company to the Directors to exercise the power of the Company to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the forthcoming Annual General Meeting. In order to give flexibility for the Company to issue any Shares in the event that it becomes desirable, the Board proposes to put forward for your consideration and, if thought fit, approval of Ordinary Resolution no. 6.1 in relation to the Issue Mandate to be proposed at the Annual General Meeting for (i) granting to the Directors a general mandate to allot, issue and deal with Shares with a total nominal amount not exceeding 20% of the issued share capital of the Company as at the date of passing such Ordinary Resolution; and (ii) for adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution.

LETTER FROM THE BOARD

4. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 15 April 2014, a general mandate was also given by the Company to the Directors to exercise the power of the Company to repurchase Shares. Such general mandate will lapse at the conclusion of the forthcoming Annual General Meeting. The Board proposes to put forward for your consideration and, if thought fit, approval of Ordinary Resolution no. 6.2 in relation to the Repurchase Mandate to be proposed at the Annual General Meeting. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in the Appendix I to this circular.

5. FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended a final dividend for the year ended 31 December 2014 in the total amount of HK\$338,582,000 subject to Shareholders' approval at the Annual General Meeting as stated in the results announcement of the Company dated 11 March 2015.

On 18 March 2015, the Board proposed to raise not less than approximately HK\$7,830,023,502 but not more than approximately HK\$9,081,402,673, before expenses, by issuing not less than 2,237,149,572 Rights Shares (assuming no new Shares (other than the Rights Shares) are issued and no repurchase of Shares on or before the Record Date) but not more than 2,594,686,478 Rights Shares (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of all outstanding Share Options and the full exercise of all the conversion rights attaching to the Convertible Bonds on or prior to the Latest Lodging Date, but otherwise no other Shares (other than the Rights Shares) are issued and no repurchase of Shares on or before the Record Date), respectively, to the Qualifying Shareholders by way of the Rights Issue of one (1) Rights Share for every one (1) Share held at the Record Date at a price of HK\$3.50 per Rights Share.

The Board recommends that, subject to Shareholders' approval at the Annual General Meeting and the completion of the Rights Issue, the final dividend for the year ended 31 December 2014 of HK15.5 cents per Share (based on the number of issued shares of the Company as at 31 December 2014) as recommended by the Board on 11 March 2015 be adjusted to HK7.57 cents per Share (assuming no new Shares (other than Rights Shares) are issued and no repurchase of shares on or before the Record Date) or to HK6.52 cents per Share (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of all outstanding Share Options and the full exercise of all conversion rights attaching to the Convertible Bonds on or before the Latest Lodging Date, but otherwise no other Shares (other than the Rights Shares) are issued and no repurchase of Shares on or before the Record Date).

LETTER FROM THE BOARD

The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the Annual General Meeting, from 4 June 2015 to 8 June 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of the Shares should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 3 June 2015.

The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from 12 June 2015 to 16 June 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of the Shares should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 11 June 2015.

6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 21 to 25 of this circular. At the Annual General Meeting, Ordinary Resolutions, amongst others, will be proposed to:

- elect Mr. William CHAN as Director;
- re-elect each of Messrs. LIN Yong, HUI Yee Wilson, WANG Meijuan, and LAU Wai Piu as Directors;
- grant to the Directors a general mandate to exercise all the powers of the Company to allot, issue and deal with Shares with a total nominal amount not exceeding 20% of the issued share capital of the Company as at the date of passing such Ordinary Resolution;
- grant to the Directors a general mandate to exercise all the powers of the Company to repurchase on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose Shares with a total nominal amount up to a maximum of 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution; and
- extend the Issue Mandate for the Directors to allot, issue and deal with Shares by adding to it the number of Shares repurchased under the Repurchase Mandate subject to the granting of such general mandates.

LETTER FROM THE BOARD

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. In accordance with Bye-law 66 of the New Bye-laws, the chairman of the Annual General Meeting will therefore demand a poll on each of the resolutions to be proposed at the Annual General Meeting.

An announcement will be published by the Company on the websites of the HKEx (www.hkexnews.hk) and the Company (www.htisec.com) after the conclusion of the Annual General Meeting to inform the Shareholders of the voting results of the Annual General Meeting.

8. ACTION TO BE TAKEN

A proxy form for use by the Shareholders at the Annual General Meeting and at any adjournment thereof is enclosed with this circular and such proxy form can also be downloaded from the websites of HKEx (www.hkexnews.hk) and the Company (www.htisec.com).

Whether or not you are able to attend the Annual General Meeting or any adjourned meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

10. RECOMMENDATION

There is no Shareholder who is required to abstain from voting in respect of any of the Ordinary Resolutions.

The Directors are of the opinion that the proposals for the re-election of Directors, general mandates to issue and repurchase Shares, the final dividend, among others, are in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions.

11. FURTHER INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully
By order of the Board
LIN Yong
Deputy Chairman and Managing Director

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,238,911,621 Shares.

Subject to the passing of the Ordinary Resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 223,891,162 fully paid-up Shares representing not more than 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution.

Subject to the completion of the Rights Issue and the allotment of the Rights Shares by the Company which is expected to be on 22 May 2015 (or any time prior to the Annual General Meeting), the issued share capital of the Company will comprise not less than 4,474,299,144 Shares (assuming no new Shares are issued (other than the Rights Shares) and no repurchase of Shares on or before the completion of Rights Issue) but not more than 5,189,372,956 Shares (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of all outstanding Share Options and the full exercise of all the conversion rights attaching to the Convertible Bonds on or prior to the Latest Lodging Date, but otherwise no other Shares (other than the Rights Shares) are issued and on repurchase of Shares on or before the completion of Rights Issue).

In such event, the maximum number of Shares allowed for repurchase under the Repurchase Mandate will be not less than 447,429,914 Shares (assuming no new Shares are issued and no repurchase of Shares on or after the date of the Announcement and up to the completion of Rights Issue) but not more than 518,937,295 Shares (assuming new Shares are issued on or before the Record Date pursuant to the full exercise of all outstanding Share Options and the full exercise of all the conversion Rights attaching to the Convertible Bonds on or prior to the Latest Lodging Date, but otherwise no other Shares (other than the Rights Shares) are issued and no repurchase of Shares on or before the completion of Rights Issue).

As mentioned in the Announcement, the Board proposed to increase the authorised share capital of the Company from HK\$450,000,000 divided into 4,500,000,000 Shares to HK\$1,000,000,000 divided into 10,000,000,000 shares, by the creation of an additional 5,500,000,000 shares. This increase of authorised share capital is conditional upon the passing of an ordinary resolution by the Shareholders at the special general meeting to be announced.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate would give the Company additional flexibility where situation warrants for repurchasing the Shares and is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company will only apply its available cash flow or working capital which is legally available for such purpose in accordance with its New Bye-laws and the Companies Act. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be derived from capital paid up on the relevant Shares to be repurchased, or funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on repurchases may only be derived from funds of the Company that would otherwise be available for dividend or distribution or the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2014 of the Company in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest HK\$	Lowest HK\$
2014		
March	4.200	3.853
April	4.673	3.820
May	3.920	3.770
June	4.190	3.730
July	4.770	3.970
August	4.950	4.320
September	4.970	4.320
October	4.640	4.110
November	5.050	4.370
December	6.000	4.350
2015		
January	5.350	4.490
February	4.920	4.510
March (up to and including the Latest Practicable Date)	5.300	4.540

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws and regulations of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

At the Latest Practicable Date, HSCL is deemed to be interested in 1,453,087,080 Shares, representing approximately 64.90% of the issued share capital of the Company. In the event the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, (if the present shareholding structure of the Company remains the same) the aforesaid interest of HSCL would be increased to approximately 72.11% of the issued share capital of the Company. As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336(1) of the SFO, only HSCL is holder of over 10% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

The Directors do not propose to repurchase shares which would result in the aggregate amount of the share capital of the Company in public hands reducing to below 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

This appendix provides you with biographical details of the Directors who will retire from their offices at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, for consideration of the proposal in relation to the re-election of retiring Directors:

William CHAN

- (a) Mr. CHAN, aged 48, was appointed as a Non-executive Director of the Company on 2 January 2015. He is a member of the Strategic Development Committee of the Company. He is also the Chief Executive Officer and Chief Investment Officer of Harveston Asset Management Pte. Ltd., a joint venture company of Haitong International Investment (Singapore) Pte. Ltd., an indirect wholly-owned subsidiary of the Company. Save as disclosed herein, Mr. CHAN has not held any other position with the Company and other members of the Group.
- (b) Mr. CHAN was awarded a Master of Business Administration Degree from National University of Singapore and a Bachelor Degree in Shipbuilding from Dalian University of Technology in China. He is currently the Investment Director of Tze San Investment Pte Ltd and has extensive experience in equity and bond analysis, trading and portfolio construction, currency trading, distress investment, quantitative research and derivative trading. Mr. CHAN previously worked for China Aviation Oil (Singapore) Pte Ltd as Head of Strategic Investment. He was also previously the Credit and Finance Manager of treasury department and financial risk unit for Asia Pacific of Dow Chemical Singapore. Save as disclosed herein, Mr. CHAN did not hold any directorships in listed public companies in the last 3 years.
- (c) Mr. CHAN had entered into a service agreement with the Company on 18 December 2014 for a term of 3 years commencing from 2 January 2015 to 1 January 2018 (both dates inclusive) subject to the retirement and re-election provisions in the New Bye-laws, unless and until terminated by either party giving to the other not less than 3 months' prior notice in writing to determine the same. Mr. CHAN is entitled to an annual director's fee of HK\$200,000 payable every half-yearly in equal amounts of HK\$100,000 each. Subject to the authority granted by the Shareholders in annual general meetings, such annual director's fee shall be adjusted from time to time at a rate to be determined by the Remuneration Committee for the time being of the Company. Mr. CHAN is not entitled to any additional benefits unless decided by the Remuneration Committee of the Company otherwise.
- (d) Save as disclosed above, Mr. CHAN has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.
- (e) Mr. CHAN had no interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no more information relating to the proposed re-election of Mr. CHAN as a Director that should be disclosed pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the Shareholders.

LIN Yong

- (a) Mr. LIN, aged 45, was appointed as an Executive Director of the Company on 23 December 2009 and the Joint Managing Director of the Company on 10 March 2010. He has been a Deputy Chairman of the Board of Directors and the Managing Director of the Company as well as the Chief Executive Officer of the Group since 29 April 2011. He is also the Chairman of the Executive Committee as well as a member of the Strategic Development Committee of the Company. In addition, Mr. LIN is the chairman of the board of directors or a director of various subsidiaries of the Company and a responsible officer of Hai Tong Capital (HK) Limited and Haitong International Capital Limited under the SFO. Save as disclosed herein, Mr. LIN has not held any other positions with the Company and other members of the Group.
- (b) Mr. LIN holds a Doctorate Degree in Economics from Xi'an Jiaotong University and has over 20 years of experience in the investment bank industry. Mr. LIN joined HSCL in 1996 and was a general manager of the Investment Banking Department of HSCL from 2001 to 2007. He has been appointed as an assistant to general manager of HSCL with effect from 30 December 2014 and the chief executive officer of Haitong International Holdings Limited (formerly known as Hai Tong (HK) Financial Holdings Limited) since 2007. He is responsible for the overall operation of Haitong International Holdings Limited and the business development of the Group. Mr. LIN also concurrently serves as a member of the advisory committee of the Securities and Futures Commission. In 2006, Mr. LIN was named 2006 Top Ten Outstanding Young Person in Financial Sector in Shanghai (2006年上海首屆十大金融傑出青年) and was honoured as the "2014 Shanghai Financial Industry Leader" (2014滬上金融行業領袖) in 2014. He acts as an adjunct professor in Management College of Xiamen University since 12 May 2010. Mr. LIN is an independent non-executive director of Zhongsheng Group Holdings Limited since 31 March 2014. The shares of this Company are listed on the Stock Exchange. Save as disclosed herein, Mr. LIN did not hold any other directorships in listed public companies in the last 3 years.

- (c) Mr. LIN had entered into a new service agreement with the Company on 31 December 2012 for a term of 3 years commencing from 23 December 2012 to 22 December 2015 (both dates inclusive), subject to the retirement and re-election provisions in the New Bye-laws, unless and until terminated by either party giving to the other not less than 3 months' prior notice in writing to determine the same. The monthly salary specified in the service agreement of Mr. LIN is HK\$280,000. Subject to the authority granted by the Shareholders in annual general meetings, such salary shall be adjusted from time to time at a rate to be determined by the Remuneration Committee of the Company at its absolute discretion having regard to the operating results of the Group and the performance of Mr. LIN. The current monthly salary of Mr. LIN is HK\$314,874 which has been taken effect from 1 January 2015. Mr. LIN is also entitled to an annual management bonus of a sum to be determined by the Remuneration Committee of the Company at its absolute discretion having regard to the operating results of the Group and the performance of Mr. LIN, provided that the aggregate amount of management bonuses payable to all relevant Directors in respect of the relevant financial year shall not exceed 5% of the consolidated profits after taxation and minority interests but before extraordinary items as shown in the Group's audited consolidated accounts for the relevant financial year.
- (d) Save as disclosed above, Mr. LIN has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.
- (e) As at the Latest Practicable Date, Mr. LIN held an interest in 921,722 Share Options of the Company which were exercisable at the exercise price of HK\$4.208 per Share during the period from 3 March 2011 to 2 March 2019 and personal interests in 1,072,788 Shares. Save as disclosed herein, Mr. LIN had no other interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no more information relating to the proposed re-election of Mr. LIN as a Director that should be disclosed pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the Shareholders.

HUI Yee Wilson

- (a) Mr. HUI, aged 56, joined the Group in 1995 and was appointed as an Executive Director of the Company on 29 April 2011. He is the director of Sales and Marketing of the Group as well as a member of the Executive Committee of the Company. In addition, Mr. HUI is the Managing Director of Haitong International Futures Limited and Haitong International Securities Company Limited. He is also a director of various subsidiaries of the Company and a responsible officer of Haitong International Futures Limited, Haitong International Securities Company Limited and Haitong International Consultants Limited under the SFO. Mr. HUI is responsible for the development and management of the Group's retail broking business. Save as disclosed herein, Mr. HUI has not held any other positions with the Company and other members of the Group.
- (b) Mr. HUI holds a Bachelor Degree in Economics and Management Studies from The University of Hong Kong. Before joining the Group, Mr. HUI possessed 14 years of experience in the banking and securities industries. He is currently a member of the Hong Kong Institute of Directors and the Hong Kong Securities Institute as well as a director of The Hong Kong Association of Online Brokers Limited. Save as disclosed herein, Mr. HUI did not hold any other directorships in listed public company in the last 3 years.
- (c) Mr. HUI had entered into a new service agreement with the Company on 14 March 2014 for a term of 3 years commencing on 17 March 2014, subject to the retirement and re-election provisions in the New Bye-laws, unless and until terminated by either party giving to the other not less than 3 months' prior notice in writing to determine the same. The monthly salary specified in the service agreement of Mr. HUI is HK\$192,780. Subject to the authority granted by the Shareholders in annual general meetings, such salary shall be adjusted from time to time at a rate to be determined by the Remuneration Committee of the Company at its absolute discretion having regard to the operating results of the Group and the performance of Mr. HUI. The current monthly salary of Mr. HUI is HK\$202,419 which has been taken effect from 1 January 2015. Mr. HUI is also entitled to an annual management bonus of a sum to be determined by the Remuneration Committee of the Company at its absolute discretion having regard to the operating results of the Group and the performance of Mr. HUI, provided that the aggregate amount of management bonuses payable to all the relevant Directors in respect of the relevant financial year shall not exceed 5% of the consolidated profits after taxation and minority interests but before extraordinary items as shown in the Group's audited consolidated accounts for the relevant financial year.

- (d) Save as disclosed above, Mr. HUI has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.
- (e) As at the Latest Practicable Date, Mr. HUI held an interest in (i) 1,194,457 Share Options of the Company which were exercisable at the exercise price of HK\$5.098 per Share during the period from 1 June 2008 to 31 May 2016 (both dates inclusive); and (ii) 1,152,153 Share Options of the Company which were exercisable at the exercise price of HK\$4.208 per Share during the period from 3 March 2011 to 2 March 2019. Save as disclosed herein, Mr. HUI had no other interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no more information relating to the proposed re-election of Mr. HUI as a Director that should be disclosed pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the Shareholders.

WANG Meijuan

- (a) Ms. WANG, aged 50, was appointed as a Non-executive Director of the Company on 1 September 2012. She is a member of the Audit Committee of the Company. Save as disclosed herein, Ms. WANG has not held any other position with the Company and other members of the Group.
- (b) Ms. WANG holds a Bachelor Degree and a Master Degree from the Shanghai University of Finance and Economics. She is a senior accountant in the PRC and possesses the qualification of securities practitioner in the PRC. Ms. WANG has worked as a lecturer for the department of management engineering of the Shanghai Institute of Building Materials and senior manager of Da Hua Certified Public Accountants Co. Ltd. She has over 14 years of experience in the securities industry. From May 2001 to June 2003, Ms. WANG worked respectively as the assistant to general manager and the deputy general manager of the audit department of HSCL. After joining HSCL in July 2003, she has worked as the deputy general manager of the monitoring and audit department, the deputy general manager of the risk control headquarters and the chief inspector and the deputy general manager for risk control. Currently, Ms. WANG is respectively a director and the chief supervisor of Haitong Capital Investment Co., Ltd. and Haitong Futures Co., Ltd., the group companies of HSCL, and a member of the Brokerage Business Committee of HSCL and the general manager of the audit department of HSCL. Save as disclosed herein, Ms. WANG did not hold any other directorships in listed public companies in the last 3 years.
- (c) Ms. WANG had entered into a service agreement with the Company on 1 November 2012 for a term of 3 years from 1 September 2012 to 31 August 2015 (both dates inclusive) subject to the retirement and re-election provisions in the New Bye-laws, unless and until terminated by either party by giving to the other not less than 3 months' prior notice in writing to terminate the same. Ms. WANG is entitled to an annual director's fee of HK\$200,000 payable every half-yearly in equal amounts of HK\$100,000 each. Subject to the authority granted by the Shareholders in annual general meetings, such annual director's fee shall be adjusted from time to time at a rate to be determined by the Remuneration Committee for the time being of the Company at its absolute discretion having regard to the operating results of the Group and the performance of Ms. WANG. Ms. WANG is not entitled to any additional benefits unless decided by the Remuneration Committee of the Company otherwise.
- (d) Save as disclosed above, Ms. WANG had no relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.
- (e) As at the Latest Practicable Date, Ms. WANG did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no more information relating to the proposed re-election of Ms. WANG as a Director that should be disclosed pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the Shareholders.

LAU Wai Piu

- (a) Mr. LAU, aged 51, was appointed as an INED of the Company on 1 December 2006. He is a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. Save as disclosed herein, Mr. LAU has not held any other positions with the Company and other members of the Group.
- (b) Mr. LAU is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. He possesses over 20 years of extensive experience in accounting and financial management. Mr. LAU is currently an independent non-executive director of International Entertainment Corporation, Mongolia Energy Corporation Limited and Vision Values Holdings Limited (formerly known as “New World Mobile Holdings Limited”). The shares of all these companies are listed on the Stock Exchange. Save as disclosed herein, Mr. LAU did not hold any other directorships in listed public companies in the last 3 years.
- (c) Mr. LAU had entered into a new service agreement with the Company on 13 July 2012 for a term of 3 years commencing from 1 July 2012 to 30 June 2015 (both dates inclusive) subject to the retirement and re-election provisions in the New Bye-laws, unless and until terminated by either party giving to the other not less than 3 months’ prior notice in writing to determine the same. Mr. LAU is entitled to an annual director’s fee of HK\$200,000 payable every half-yearly in equal amounts of HK\$100,000 each. Subject to the authority granted by the Shareholders in annual general meetings, such annual director’s fee shall be adjusted from time to time at a rate to be determined by the Remuneration Committee for the time being of the Company. Mr. LAU is not entitled to any additional benefits unless decided by the Remuneration Committee of the Company otherwise.
- (d) Save as disclosed above, Mr. LAU has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.
- (e) As at the Latest Practicable Date, Mr. LAU held an interest in 576,077 Share Options of the Company which were exercisable at the exercise price of HK\$4.208 per Share during the period from 3 March 2011 to 2 March 2019. Save as disclosed herein, Mr. LAU had no other interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no more information relating to the proposed re-election of Mr. LAU as a Director that should be disclosed pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Haitong International Securities Group Limited (the “**Company**”) will be held at Multi-function Room, 19th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 8 June 2015 at 10:30 a.m. for the following business:

1. To receive and consider the audited financial statements for the year ended 31 December 2014 and reports of the board of directors and auditor of the Company;
2. To declare a final dividend of the Company;
3.
 - (a) To elect Mr. William CHAN as a non-executive director of the Company;
 - (b) To re-elect Mr. LIN Yong as an executive director of the Company;
 - (c) To re-elect Mr. HUI Yee Wilson as an executive director of the Company;
 - (d) To re-elect Ms. WANG Meijuan as a non-executive director of the Company;
 - (e) To re-elect Mr. LAU Wai Piu as an independent non-executive director of the Company;
4. To fix the remuneration of directors of the Company;
5. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration; and
6. To consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

6.1 “THAT:

- (a) subject to paragraph (c) below, the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the board of directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the board of directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the new bye-laws of the Company from time to time; or (iv) an issue of shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the grant or issue to employees and other participants of the Company and/or any of its subsidiaries and associated companies of shares or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the new bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Company to the holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6.2 “THAT:

- (a) subject to paragraph (b) below, the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which the board of directors of the Company are authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the new bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6.3 “**THAT** subject to the passing of the resolutions nos. 6.1 and 6.2 in the notice convening this meeting, the general mandate granted to the board of directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 6.1 in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6.2 in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

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

Hong Kong, 30 March 2015

Principal Place of Business in Hong Kong:
22nd Floor, Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

Notes:

1. Every shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A shareholder who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. In order to be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof.

NOTICE OF ANNUAL GENERAL MEETING

3. The proxy form for use at the Annual General Meeting is enclosed in the circular. Completion and delivery of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if the shareholder of the Company so desires, and in such event, the proxy form will be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint registered holders are present at the Annual General Meeting personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share, or his/her proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
5. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the Annual General Meeting, from Thursday, 4 June 2015 to Monday, 8 June 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of the shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 3 June 2015.
6. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Friday, 12 June 2015 to Tuesday, 16 June 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of the shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 11 June 2015.

As at the date of this notice, the board of directors of the Company 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