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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)

PROPOSED ISSUANCE OF BONDS

The Issuer (a wholly-owned subsidiary of the Company) proposes to conduct an international offering of the Bonds to professional investors only. The proposed Bonds will only be offered outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. None of the Bonds will be offered to the public in Hong Kong.

As at the date of this announcement, the amount, terms and conditions of the Proposed Bonds Issuance have yet to be determined. Further announcement in respect of the Proposed Bonds Issuance will be made by the Company should the subscription agreement in respect of the Proposed Bonds Issuance be signed.

THE PROPOSED BONDS ISSUANCE

The Issuer (a wholly-owned subsidiary of the Company) proposes to conduct an international offering of the Bonds to professional investors only.

The Bonds, if issued, will have the benefit of a Keepwell Deed to be provided by Haitong Securities. The payments of principal and interest in respect of the Bonds will have the benefit of an unconditional and irrevocable Guarantee to be provided by the Company. Completion of the Proposed Bonds Issuance is subject to, among other things, market conditions and investor interest. As at the date of this announcement, the amount, terms and conditions of the Proposed Bonds Issuance have yet to be determined. Further announcement in respect of the Proposed Bonds Issuance will be made by the Company should the subscription agreement in respect of the Proposed Bonds Issuance be signed.

The proposed Bonds will only be offered outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. None of the Bonds will be offered to the public in Hong Kong.

PROPOSED USE OF NET PROCEEDS

The proceeds from the Bonds are intended to be used primarily for general corporate purposes of the Group. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

LISTING

The Issuer will seek a listing of the Bonds on the Stock Exchange. A confirmation of the eligibility for the listing of the Bonds has been received from the Stock Exchange. Admission of the Bonds to the Stock Exchange is not to be taken as an indication of the merits of the Issuer, the Company, Haitong Securities or the Bonds.

GENERAL

As no binding agreement in relation to the Proposed Bonds Issuance has been entered into as at the date of this announcement, the Proposed Bonds Issuance may or may not materialise. Investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company.

Further announcement in respect of the Proposed Bonds Issuance will be made by the Company should the subscription agreement in respect of the Proposed Bonds Issuance be signed.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Board”	the board of Directors
“Bonds”	the US\$-denominated guaranteed bonds proposed to be issued by the Issuer
“Company”	Haitong International Securities Group Limited (stock code: 665), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Guarantee”	the guarantee provided by the Company in relation to the Bonds

“Haitong Securities”	Haitong Securities Co., Ltd., a joint stock limited company incorporated in the People’s Republic of China with limited liability, whose overseas listed foreign invested shares are listed on the Main Board of the Stock Exchange (Stock code: 6837) and the domestic listed shares are listed on the Shanghai Stock Exchange (Stock code: 600837)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuer”	Haitong International Finance 2014 Limited, a BVI business company incorporated with limited liability in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Keepwell Deed”	the keepwell deed proposed to be entered into amongst the Issuer, the Company, Haitong Securities and the trustee in relation to the Bonds
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Bonds Issuance”	the proposed issuance of the Bonds by the Issuer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“Securities Act”	the United States Securities Act of 1933, as amended
“US\$”	United States dollars, the lawful currency of the United States

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

Hong Kong, 29 August 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*