

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**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 form of election 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**INTERIM DIVIDEND FOR THE 6 MONTHS ENDED 30 JUNE 2015  
AND SCRIP DIVIDEND IN RELATION THERETO**

---

25 September 2015

---

## DEFINITIONS

---

*In this circular including the Form of Election, unless the context otherwise requires, the following expressions have the following meanings:*

|                          |                                                                                                                                                                                                                                                                                                                         |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Board”                  | the board of Directors                                                                                                                                                                                                                                                                                                  |
| “Branch Share Registrar” | Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong                                                                                                                                                                                                            |
| “CCASS”                  | Central Clearing and Settlement System operated by Hong Kong Exchanges and Clearing Limited                                                                                                                                                                                                                             |
| “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                                                                                                                      |
| “Convertible Bonds”      | the HK\$776,000,000 1.25% convertible bonds due 2018 issued on 18 July 2013, the HK\$232,000,000 1.25% convertible bonds due 2018 issued on 10 October 2013 and 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 |
| “Director(s)”            | the director(s) of the Company                                                                                                                                                                                                                                                                                          |
| “Ex-Dividend Date”       | Friday, 11 September 2015                                                                                                                                                                                                                                                                                               |
| “Form of Election”       | the form of election in relation to the Scrip Dividend accompanying this circular                                                                                                                                                                                                                                       |
| “HK\$”                   | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                                                     |
| “Hong Kong”              | the Hong Kong Special Administrative Region of the People’s Republic of China                                                                                                                                                                                                                                           |
| “Interim Dividend”       | the interim dividend of HK20 cents per Share for the 6 months ended 30 June 2015                                                                                                                                                                                                                                        |
| “New Share(s)”           | fully paid new Share(s) to be allotted and issued as Scrip Dividend                                                                                                                                                                                                                                                     |
| “Record Date”            | Thursday, 17 September 2015                                                                                                                                                                                                                                                                                             |

---

## DEFINITIONS

---

|                  |                                                                                                                                     |
|------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| “Scrip Dividend” | the New Share(s) to be allotted and issued as alternative to cash payment for the Interim Dividend for election by the Shareholders |
| “Share(s)”       | share(s) of nominal value of HK\$0.10 each in the share capital of the Company                                                      |
| “Shareholder(s)” | holder(s) of Share(s) whose name(s) appeared on the register of members of the Company at the close of business on the Record Date  |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited                                                                                             |

---

## TIMETABLE

---

The timetable set out below is indicative only:

Closure of the register of members of the Company . . . . . Tuesday, 15 September 2015  
to Thursday, 17 September 2015  
(both dates inclusive)

Record Date for determination of  
entitlements to the Interim Dividend . . . . . Thursday, 17 September 2015

Trading days for determination  
of market value of New Shares . . . . . Monday, 14 September 2015  
to Friday, 18 September 2015

Announcement setting out the basis of allotment  
of New Shares . . . . . Friday, 18 September 2015

Latest time for return of the Form of Election  
to the Branch Share Registrar<sup>2</sup> . . . . . 4:30 p.m. on Wednesday, 14 October 2015

Despatch of certificates for New Shares and  
cash dividend warrants . . . . . on or about Tuesday, 27 October 2015

Commencement of dealings in New Shares . . . on or about Wednesday, 28 October 2015

*Notes:*

1. All times refer to Hong Kong local time.
2. The Form of Election should be completed in accordance with the instructions printed thereon and returned, so that they are received by the Branch Share Registrar **no later than 4:30 p.m. on Wednesday, 14 October 2015 at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong**. If there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning: (i) in force in Hong Kong at any local time at or before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 14 October 2015, the deadline will remain to be 4:30 p.m. on the same day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m. on Wednesday, 14 October 2015, the new deadline will be 4:30 p.m. on the next business day which does not have either of such warnings in force at any time between 9:00 a.m. and 4:30 p.m..



**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

**Registered Office:**

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

***Non-executive Directors***

Mr. JI Yuguang (*Chairman*)

Mr. CHENG Chi Ming Brian

Ms. WANG Meijuan

Mr. William CHAN

**Principal Place of**

**Business in Hong Kong:**

22nd Floor, Li Po Chun Chambers

189 Des Voeux Road Central

Hong Kong

***Independent Non-executive Directors***

Mr. TSUI Hing Chuen William JP

Mr. LAU Wai Piu

Mr. LIN Ching Yee Daniel

Mr. WEI Kuo-chiang

25 September 2015

*To the shareholders of the Company and, for information purposes only,  
the holders of the outstanding share options and debentures of the Company*

Dear Sir or Madam

**INTERIM DIVIDEND FOR THE 6 MONTHS ENDED 30 JUNE 2015  
AND SCRIP DIVIDEND IN RELATION THERETO**

**1. PARTICULARS OF THE INTERIM DIVIDEND**

It was announced on 25 August 2015 that the Board had resolved to declare the Interim Dividend to the Shareholders whose names appeared on the register of members of the Company on the Record Date. Shareholders may elect to receive the Interim Dividend in cash, or in the form of New Shares in lieu of cash, or partly in cash and partly in the form of New Shares. As announced on 25 August 2015, the register of members of the Company was closed from Tuesday, 15 September 2015 to Thursday, 17 September 2015, both dates inclusive, during which period no transfer of Shares was registered. In order to qualify for the Interim Dividend, all transfers of Shares, accompanied by the relevant share certificates, had to be lodged with the Branch Share Registrar for registration not later than 4:30 p.m. on Monday, 14 September 2015.

---

## LETTER FROM THE BOARD

---

### 2. PARTICULARS OF THE SCRIP DIVIDEND AND NEW SHARES

Shareholders qualifying for the Interim Dividend may elect to receive:

- (a) the cash amount of HK20 cents for each Share held on the Record Date; or
- (b) an allotment and issue of New Shares; or
- (c) partly in cash and partly in the form of New Shares.

To calculate the number of New Shares to be allotted under choices (b) and (c) above, we treated the market value of a New Share as equal to 97% of the average closing price per Share as quoted on the Stock Exchange for the 5 consecutive trading days immediately after the Ex-Dividend Date, i.e. from Monday, 14 September 2015 to Friday, 18 September 2015 (both dates inclusive) (rounded down to 4 decimal places). It has been determined that said average price is HK\$3.89. Accordingly, the number of New Shares which the Shareholders could receive under choices (b) and (c) above in respect of the existing Shares registered in their names as at the Record Date will be as follows:

$$\begin{array}{lcl} \text{Number of} & \text{Number of Shares held} & \text{HK20 cents (Interim Dividend per Share)} \\ \text{New Shares} & = \text{on the Record Date for which} & \times \\ \text{to be received} & \text{New Shares are elected} & \frac{\text{HK\$3.89} \times 97/100} \end{array}$$

The number of New Shares to be issued to each Shareholder will be rounded down to the nearest whole number. Fractional entitlements to the New Shares under choices (b) and (c) above will be disregarded and the benefit thereof will accrue to the Company.

### 3. CONDITIONS OF THE SCRIP DIVIDEND

The issue of the Scrip Dividend is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the New Shares to be issued in respect of the Interim Dividend.

If the condition is not satisfied, the Scrip Dividend will not become effective and the Form of Election will be void. The Interim Dividend will then be paid wholly in cash.

### 4. THE FORM OF ELECTION

The Form of Election is enclosed with this circular for use by the Shareholders who wish to receive the Interim Dividend wholly in the form of New Shares or partly in cash and partly in the form of New Shares in lieu of cash, or to make a permanent election to receive Shares in lieu of any future dividend to be payable in cash where a scrip alternative is available.

---

## LETTER FROM THE BOARD

---

**Shareholders who wish to elect to receive Scrip Dividend in lieu of cash must complete the Form of Election in accordance with the instructions printed thereon and return them to the Branch Share Registrar not later than 4:30 p.m. on Wednesday, 14 October 2015. No acknowledgement of receipt of the Form of Election will be issued.**

**Shareholders who wish to receive the Interim Dividend wholly in cash should not complete the Form of Election.**

No Form of Election will be sent to Shareholder who has made earlier a permanent election to receive New Shares in lieu of cash. Any such Shareholder wishing to change his/her/its existing permanent election for New Shares and to elect to receive cash this time, please write to Branch Share Registrar for such intention on or before Tuesday, 6 October 2015.

### **5. OVERSEAS SHAREHOLDERS**

Based on the register of members of the Company as at the Record Date, no Shareholder had a registered address outside Hong Kong. Accordingly, the Company is not aware of any Shareholder who shall be excluded from the receipt of the Scrip Dividend.

Other than this circular and the Form of Election will be filed with the Singapore Exchange Securities Trading Limited in relation to the Convertible Bonds, none of this circular, the Form of Election nor New Shares will be registered or filed under the securities laws or equivalent legislation of any jurisdiction outside Hong Kong. It is the responsibility of any Shareholder wishing to receive New Shares for the Interim Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant territory, including obtaining any governmental or other consents which may be required. In this respect, Shareholders should consult their professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the New Shares in satisfaction of the Interim Dividend. No person resident in any territory outside Hong Kong and no person receiving in any territory outside Hong Kong a copy of this circular and/or the Form of Election may treat the same as an invitation to him/her/it to receive the New Shares unless in the relevant territory such invitation could lawfully be made to him/her/it without having to comply with any unfulfilled registration or other legal requirements.

For the avoidance of doubt, the New Shares are not being offered to the public and the Form of Election is not transferable.

---

## LETTER FROM THE BOARD

---

### 6. ADJUSTMENTS IN RELATION TO SHARE OPTIONS

In accordance with the share option scheme of the Company adopted on 23 August 2002, the allotment of New Shares may result in an adjustment to the exercise price and/or the number of Shares in respect of the options granted by the Company which have not been fully exercised. Such adjustments shall give the option holders the same proportion of the issued share capital of the Company as that to which such option holders are previously entitled, but no such adjustments shall be made where, and to the extent that, such adjustments would result in any Shares being issued at less than their nominal value.

The necessary adjustments shall be confirmed by an independent financial adviser or the Company's auditors in writing to the Directors. If and when any adjustments have to be made, the Company will notify the option holders in accordance with the said share option scheme.

### 7. LISTING OF NEW SHARES AND DESPATCH OF CERTIFICATES

The Shares are listed, and dealt in, on the Stock Exchange. No part of the share capital of the Company is listed or dealt in on any other stock exchange and the Company is not currently seeking to list its Shares on any other stock exchange. The Company issued Convertible Bonds on 18 July 2013, 10 October 2013 and 4 November 2014, which the Convertible Bonds listed on The Singapore Exchange Securities Trading Limited.

Application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares to be allotted and issued in relation to the Interim Dividend. Subject to such approval being granted, the commencement of dealings in the New Shares on the Stock Exchange is expected to be on or about Wednesday, 28 October 2015 and thereupon the New Shares will be accepted as eligible securities for deposit, clearance and settlement on CCASS.

It is expected that the certificates for New Shares (which, when issued, will rank pari passu in all respects with the Shares in issue on the date of the allotment and issue of the New Shares) and cash dividend warrants for payment of the Interim Dividend will be sent by ordinary mail to Shareholders at the risk of those entitled thereto on or about Tuesday, 27 October 2015. All certificates for the New Shares are non-renounceable.

### 8. ODD LOTS

New Shares issued to the Shareholders pursuant to an election to receive some or all of their Interim Dividend in New Shares may be allocated in odd lots (of fewer than a board lot of 2,000 Shares). No special arrangements will be put in place by the Company to facilitate the top-up, trading or disposal of New Shares issued in odd lots.

---

## LETTER FROM THE BOARD

---

### 9. GENERAL

Whether or not it is to your advantage to receive cash or the New Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects (including any tax implication) resulting therefrom are the sole responsibility of each Shareholder. If you are in doubt as to what to do, you should consult your professional advisers.

Shareholders who are trustees are recommended to seek professional advice as to whether the choice of receiving the Interim Dividend in New Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Shareholders should note that any receipt of New Shares by them may give rise to disclosure requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Shareholders who are in doubt as to how these provisions may affect them are recommended to seek professional advice.

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