

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



## **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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Haitong International Securities Group Limited (the “**Company**”) will be convened at Executive Meeting Room A, 22nd Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 24 May 2019 at 11:00 a.m. (or so soon thereafter as the annual general meeting of the shareholders convened to be held at 10:30 a.m. on the same date and at the same place shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

#### **Ordinary Resolution**

1. “**THAT:**

- (a) the entering into of the master agreement as defined and described in the circular of the Company dated 24 April 2019 (the “**Circular**”) (the “**Master Agreement**”) (a copy of each of the Circular and the Master Agreement having been produced to the Meeting and marked “A” and “B” respectively and each signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder and in connection therewith and any other documents ancillary to it, be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps for the transactions contemplated under the Master Agreement set out in the Circular be and are hereby approved; and

- (c) any director(s) of the Company be and is/are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, desirable or expedient to implement and/or to give effect to or otherwise in connection with the Master Agreement and the transactions contemplated thereunder.”

By order of the Board  
**Haitong International Securities Group Limited**  
**LO Wai Ho**  
*Company Secretary*

Hong Kong, 24 April 2019

*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

*Notes:*

1. Every shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote at the Meeting 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 form of proxy, 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 Meeting or any adjourned meeting thereof.
3. The form of proxy for use at the Meeting is enclosed in the Circular. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjourned Meeting thereof if the shareholder of the Company so desires, and in such event, the form of proxy 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 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 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. For ascertaining shareholders' right to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 21 May 2019 to Friday, 24 May 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, 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 Monday, 20 May 2019.

*As at the date hereof, the Board comprises Mr. QU Qiuping (Chairman)\*, Mr. LIN Yong (Deputy Chairman and Chief Executive Officer), Mr. LI Jianguo (Deputy Chairman), Mr. POON Mo Yiu, Mr. SUN Jianfeng, Mr. SUN Tong, Mr. CHENG Chi Ming Brian\*, Ms. WANG Meijuan\*, Mr. ZHANG Xinjun\*, Mr. William CHAN\*, Mr. TSUI Hing Chuen William\*\*, Mr. LAU Wai Piu\*\*, Mr. WEI Kuo-chiang\*\*, Mr. WAN Kam To\*\* and Ms. LIU Yan\*\*.*

\* *Non-executive Directors*

\*\* *Independent Non-executive Directors*