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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)

ANNOUNCEMENT

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 21 APRIL 2015

Reference is made to the circular (the “**Circular**”) and the notice of the special general meeting (the “**Notice**”) of Haitong International Securities Group Limited (the “**Company**”) both dated 31 March 2015. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the special general meeting held on 21 April 2015 (the “**SGM**”), all proposed resolutions as set out in the Notice were duly approved by the Independent Shareholders in respect of resolution no. 1 and by the Shareholders in respect of resolutions no. 2 and no. 3 by way of poll.

Tricor Investor Services Limited, the Company’s Branch Share Registrar and Transfer Office in Hong Kong, was appointed by the Company as the scrutineer for the vote-taking at the SGM.

The poll results in respect of each resolution proposed at the SGM were as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1	To approve the Rights Issue and the transaction contemplated thereunder, details of which are set out in the Circular.	366,278,093 (99.65%)	1,301,055 (0.35%)	367,579,148
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
2	To approve the proposed increase in authorised share capital from HK\$450,000,000 divided into 4,500,000,000 ordinary shares to HK\$1,000,000,000 divided into 10,000,000,000 ordinary shares by the creation of an additional 5,500,000,000 ordinary shares of par value of HK\$0.10 each in the capital of the Company.	1,819,925,776 (99.96%)	710,452 (0.04%)	1,820,636,228
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3	To approve: (a) the specific mandate to exercise all the powers of the Company to allot and issue any and all conversion shares as may be required to be allotted and issued upon exercise of the conversion rights attaching to the outstanding HK\$776,000,000 1.25% convertible bonds due 2018 and HK\$232,000,000 1.25% convertible bonds due 2018 issued by the Company on 18 July 2013 and 10 October 2013, respectively (the “ 2013 CBs ”), subject to and in accordance with the terms and conditions of the 2013 CBs; and (b) the specific mandate to exercise all the powers of the Company to allot and issue any and all conversion shares as may be required to be allotted and issued upon exercise of the conversion rights attaching to the outstanding HK\$1,164,000,000 1.25% convertible bonds due 2019 issued by the Company on 4 November 2014 (the “ 2014 CBs ”), subject to and in accordance with the terms and conditions of the 2014 CBs.	1,807,186,228 (99.96%)	674,000 (0.04%)	1,807,860,228
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Note: Please refer to the Notice for the full version of the above resolutions.

As at the date of the SGM, the total number of issued shares of the Company was 2,404,799,409.

As disclosed in the Circular, HTIH and its associates were required to abstain from voting in favour of the proposed resolution no. 1 in respect of the Rights Issue. As at the date of the SGM, HTIH held 1,453,087,080 Shares in aggregate, representing approximately 60.42% of the total issued share capital of the Company. Accordingly, the total number of Shares

entitling the holders to attend and vote for or against the proposed resolution no. 1 was 951,712,329, representing approximately 39.58% of the total issued share capital of the Company as at the date of the SGM.

There was no Shareholder who was required to abstain from voting on the proposed resolution no. 2 in respect of the Increase of Authorised Share Capital and the proposed resolution no. 3 in respect of the Specific Mandates. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the proposed resolutions no. 2 and no. 3 was 2,404,799,409, representing 100% of the total issued share capital of the Company as at the date of the SGM.

WARNING

Shareholders and potential investors should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional (please refer to the section headed “Conditions of the Rights Issue” in the Circular) and not having been terminated (please refer to the section headed “Termination of the Underwriting Agreement” in the Circular). Accordingly, the Rights Issue may or may not proceed.

Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares will be dealt in on an ex-rights basis commencing from Thursday, 23 April 2015 and that dealing in the Nil-paid Rights will take place from Tuesday, 5 May 2015 to Tuesday, 12 May 2015 (both days inclusive) while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled (which is expected to be at 4:00 p.m. on 18 May 2015), will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

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

Hong Kong, 21 April 2015

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. 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*