

Form A
表格甲

To be valid, the whole of this Provisional Allotment Letter must be returned.
暫定配額通知書必須整份交還，方為有效。

Provisional Allotment Letter Number
暫定配額通知書編號

IMPORTANT
重要提示

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING EXCESS APPLICATION FORM EXPIRES AT 4:00 P.M. ON FRIDAY, 15 MAY 2015 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH "EFFECT OF BAD WEATHER" OVERLEAF). 此乃有價值及可轉讓之暫定配額通知書(「暫定配額通知書」)，應即時處理。本文件及隨附之額外申請表格所載要約將於2015年5月15日(星期五)下午4時正(或實「惡劣天氣之影響」一段所述之較後時間及／或日期)屆滿。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF HAITONG INTERNATIONAL SECURITIES GROUP LIMITED (THE "COMPANY"), YOU SHOULD CONSULT YOUR STOCK BROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER. 閣下如對本暫定配額通知書或應採取之行動有任何疑問，或如 閣下已出售 閣下名下全部或部分海通國際證券集團有限公司(本公司)之股份，應諮詢 閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this PAL, 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 PAL. 香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Capitalised terms used herein have the same meaning as those defined in the prospectus issued by the Company dated 30 April 2015 (the "Prospectus") unless the context otherwise requires. 除文義另有所指外，本暫定配額通知書所用詞彙與本公司所刊發日期為2015年4月30日之招股章程(「招股章程」)所界定者具有相同涵義。

Dealings in the securities of the Company, the Nil-paid Rights and the Rights Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. 本公司證券、未繳股款供股權及供股股份之買賣可透過中央結算系統進行交收，而 閣下應就該等交收安排之詳情及該等安排可能對 閣下之權利及權益構成之影響諮詢 閣下之股票經紀或其他持牌證券交易商或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

Subject to the granting of the listing of, and permission to deal in, the Nil-paid Rights and the Rights Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Nil-paid Rights and the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Nil-paid Rights and the Rights Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. 作聯交所批准未繳股款供股權及供股股份上市及買賣，並符合香港結算之股份收訖規定後，未繳股款供股權及供股股份將獲香港結算接納為合資格證券，自未繳股款供股權及供股股份各自開始於聯交所買賣當日或香港結算指定之其他日期起，可於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日之交易必須於其後第二個交易日在中央結算系統進行交收，所有於中央結算系統進行之活動必須遵照不時生效之(中央結算系統一般規則)及(中央結算系統運作程序規則)進行。

A copy of each of the Prospectus Documents, together with the document mentioned in the paragraph headed "Documents Delivered to the Registrar of Companies" in Appendix III to the Prospectus, has been registered by the Registrar of Companies in Hong Kong as required under section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of the documents referred to above. 每份章程文件連同招股章程附錄三「送呈公司註冊處處長之文件」一段所指之文件，已經遵照(公司(清盤及雜項條文)條例)第342C條之規定由香港公司註冊處處長註冊。香港證券及期貨事務監察委員會及香港公司註冊處處長對上述任何文件之內容概不負責。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 p.m. on Friday, 15 May 2015. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "HAITONG INTERNATIONAL SECURITIES GROUP LIMITED – PAL" and crossed "ACCOUNT PAYEE ONLY". 閣下有意行使 閣下之權利認購本暫定配額通知書註明之所有供股股份，閣下須在不遲於2015年5月15日(星期五)下午4時正按照本暫定配額通知書印備之指示將暫定配額通知書連同須於接納時繳付之全部股款送交過戶處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款均須以港元支票或銀行本票繳付，而有關支票或銀行本票須以香港之持牌銀行戶口付款或向香港之持牌銀行開出，註明抬頭人為「海通國際證券集團有限公司－暫定配額供股」，並以「只准入抬頭人賬戶」劃線方式開出。



海通國際
HAITONG

HAITONG INTERNATIONAL SECURITIES GROUP LIMITED
海通國際證券集團有限公司
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code: 665)
(股份代號：665)

Hong Kong Branch Share Registrar
and Transfer Office:
Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處：
卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
22樓

RIGHTS ISSUE
AT THE RIGHTS ISSUE PRICE OF HK\$3.50 EACH
ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING SHARE
HELD ON THE RECORD DATE
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON FRIDAY, 15 MAY 2015
按於記錄日期每持有一(1)股現有股份
可獲發一(1)股供股股份之基準，以供股價每股3.50港元進行供股
供股股款須在不遲於2015年5月15日(星期五)下午4時正於接納時繳足
PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Principal Place of Business in Hong Kong:
22/F., Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong
香港主要營業地點：
香港
德輔道中189號
李寶椿大廈22樓

Registered Office:
註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda
30 April 2015
2015年4月30日

Name(s) and address of Qualifying Shareholder(s) 合資格股東之姓名及地址

Total number of Shares registered in your name(s) on Wednesday, 29 April 2015
於2015年4月29日(星期三)登記於 閣下名下之股份數目

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Friday, 15 May 2015
暫定配發予 閣下之供股股份數目，股款須在不遲於2015年5月15日(星期五)下午4時正於接納時繳足

BOX B
乙欄

Total subscription monies payable on acceptance in full
接納時應全數繳付之認購股款總額

BOX C
丙欄

HK\$
港元

Contact Telephone Number:
聯絡電話號碼: _____

Dealings in the Nil-paid Rights will take place from Tuesday, 5 May 2015 to Tuesday, 12 May 2015 (both days inclusive). If the conditions of the Rights Issue are not fulfilled on or before Monday, 18 May 2015 (or such later time and/or date as the Company and the Joint Underwriters may determine in writing), the Rights Issue will not proceed. Any persons contemplating buying or selling Shares from now up to the date on which the conditions of the Rights Issue are fulfilled, and any dealings in the Nil-paid Rights from Tuesday, 5 May 2015 to Tuesday, 12 May 2015 (both days inclusive), bear the risk that the Rights Issue may not become unconditional and may not proceed.

未繳股款供股權將於2015年5月5日(星期二)至2015年5月12日(星期二)(包括首尾兩日)期間買賣。倘供股之條件未能於2015年5月18日(星期一)(或由本公司與聯席包銷商以書面方式可能釐定之較後時間及／或日期)或之前獲達成，供股將不會進行。任何擬於即日起至供股條件獲達成當日止期間購買或出售股份之人士，以及任何擬於2015年5月5日(星期二)至2015年5月12日(星期二)(包括首尾兩日)期間買賣未繳股款供股權之人士，均須承擔供股或未能成為無條件及不一定進行之風險。

Any Shareholders or other persons contemplating dealing in the Shares and/or Nil-paid Rights are recommended to consult their own professional advisers. 任何有意買賣股份及／或未繳股款供股權之股東或其他人士應諮詢彼等本身之專業顧問。

It should be noted that the Underwriting Agreement contains provisions granting the Joint Underwriters the right to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. If the Underwriting Agreement is terminated by the Joint Underwriters or does not become unconditional, the Rights Issue will not proceed. Please refer to the paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" in the Prospectus for further details of the conditions to the Rights Issue.

謹請注意，包銷協議載有條文授予聯席包銷商於發生若干事件時終止包銷協議之權利，有關事件載於供股章程中「終止包銷協議」一節。倘包銷協議被聯席包銷商終止或未能成為無條件，供股將不會進行。有關供股條件之進一步詳情，請參閱供股章程中「董事會函件」內「供股之條件」一段。

All references to time and dates mentioned in this PAL refer to Hong Kong local times and dates. 本暫定配額通知書提及之所有時間和日期均指香港本地時間和日期。

THIS FORM IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES. 本表格不可直接或間接在或向美國發放、刊發或派發。

NO RECEIPT WILL BE GIVEN
所有繳款將不獲發收據



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)

Thursday, 30 April 2015

Dear Qualifying Shareholders,

INTRODUCTION

In accordance with the terms set out in the prospectus issued by the Company dated 30 April 2015 (the "Prospectus") accompanying this provisional allotment letter ("PAL"), the Directors have provisionally allotted to you the Rights Shares on the basis of one Rights Share for every one existing Share held and registered in your name(s) on Wednesday, 29 April 2015.

Your holding of Shares as at Wednesday, 29 April 2015 is set out in Box A and the number of Rights Share(s) provisionally allotted to you is set out in Box B. Capitalised terms used herein have the same meanings as those defined in the Prospectus unless the context requires otherwise.

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the then existing Shares in issue.

The Prospectus and the related application forms have not been and will not be registered or filed under any applicable securities or equivalent legislation of any jurisdictions other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus or any of the related application forms, in any territory or jurisdiction outside Hong Kong.

Accordingly, no person receiving a copy of the Prospectus or any of the related application forms in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

It is the responsibility of any person (including, without limitation, agents, custodians, nominees and trustees) receiving a copy of the Prospectus or any of the related application forms outside Hong Kong and wishing to take up the Rights Shares under the Prospectus to satisfy himself/herself/itself as to the full observance of the laws of the relevant territory including the obtaining of any governmental or other consents or observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

The Company reserves the right to permit any Shareholder (whether as a direct holder or Beneficial Owner) whose registered address is in, or who otherwise resides in, a jurisdiction other than Hong Kong to take up Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations in that jurisdiction which would otherwise give rise to restrictions upon the offer or take-up of Rights Shares in that jurisdiction.

PROCEDURE FOR APPLICATION AND PAYMENT

To take up your provisional entitlement in full, you must lodge this PAL with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Registrar not later than 4:00 p.m. on Friday, 15 May 2015 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed "Effect of Bad Weather" below). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Haitong International Securities Group Limited — PAL" and crossed "Account Payee Only". Such payment will constitute acceptance of the terms of this PAL and the Prospectus and subject to the memorandum of association and the Bye-laws of the Company. No receipt will be issued for sums received on application. Share certificate(s) for any Rights Share in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholder, by ordinary post at their own risk at the address stated overleaf on or around Tuesday, 26 May 2015.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C, has been lodged with the Registrar as described above by not later than 4:00 p.m. on Friday, 15 May 2015 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed "Effect of Bad Weather" below), whether by the original allottee or any person in whose favour the rights have been validly transferred, this PAL and all rights hereunder will be deemed to have been declined and the provisional allotment of relevant Rights Shares will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

APPLICATION FOR EXCESS RIGHTS SHARES

Qualifying Shareholders shall be entitled to apply, by way of excess applications, for (i) any unsold Rights Shares which would have been allotted to the Non-Qualifying Shareholders had they been the Qualifying Shareholders; (ii) any Rights Share provisionally allotted but not validly accepted by the Qualifying Shareholders or otherwise subscribed for by renounees or transferees of Nil-paid Rights; and (iii) any unsold aggregated fractions of Nil-paid Rights.

Application for excess Rights Shares can be made only by the Qualifying Shareholders and only by completing and signing the excess application form for excess Rights Shares enclosed with the Prospectus and lodging the same with a separate remittance for the full amount payable in respect of the excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 p.m. on Friday, 15 May 2015. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Haitong International Securities Group Limited — EAF" and crossed "Account Payee Only". The Registrar will notify the Qualifying Shareholders of any allotment of the excess Rights Shares made to them.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the Form of Transfer and Nomination (Form B) of this PAL and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the Registration Application Form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 p.m. on Friday, 15 May 2015 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed "Effect of Bad Weather" below). It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Thursday, 7 May 2015 with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at Tricor Investor Services Limited after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

EFFECT OF BAD WEATHER

The latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will not take place 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 before 12:00 noon and no longer in force after 12:00 noon on the Final Acceptance Date. In such event, the latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or (ii) in force in Hong Kong between 12:00 noon and 4:00 p.m. on the Final Acceptance Date. In such event, the latest time of acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares does not take place on the Final Acceptance Date, the dates mentioned in this PAL may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriting Agreement contains provisions granting the Joint Underwriters a right to terminate their obligations under the Underwriting Agreement upon the occurrence of certain events, which have been set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus. If the Underwriting Agreement is terminated by the Joint Underwriters in accordance with its terms or does not become unconditional, the Rights Issue will not proceed.

WARNING OF THE RISK OF DEALING IN THE SHARES AND NIL PAID RIGHTS

It should be noted that the existing Shares have been dealt in on an ex-rights basis since Thursday, 23 April 2015. Dealings in the Nil-paid Rights are expected to take place from Tuesday, 5 May 2015 to Tuesday, 12 May 2015 (both days inclusive). If the conditions of the Rights Issue are not fulfilled on or before Monday, 18 May 2015 (or such later time and/or date as the Company and the Joint Underwriters may determine in writing), the Rights Issue will not proceed.

Any person dealing in the Shares up to the date on which the conditions of the Rights Issue are fulfilled, and any person dealing in the Nil-paid Rights from Tuesday, 5 May 2015 to Tuesday, 12 May 2015 (being the first and last day of dealings in the Nil-paid Rights, respectively), will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.

Any Shareholder or other persons contemplating transferring, selling or purchasing the Shares and/or Nil-paid Rights are advised to exercise caution when dealing in the Shares and/or the Nil-paid Rights, and if they are in doubt about their position, they are recommended to consult their professional advisers.

CHEQUES AND CASHIER'S ORDERS

All cheques or cashier's orders will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this PAL together with a cheque or cashier's order in payment for the Rights Shares applied for will constitute a warranty by the applicant that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event your provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Subject to the fulfilment of the conditions of the Rights Issue, certificates for fully-paid Rights Shares are expected to be sent by ordinary post on or around Tuesday, 26 May 2015 to those persons who have paid for and have accepted the Rights Shares, at their own risk. One share certificate will be issued for all the Rights Shares allotted and issued to an applicant.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be sent by ordinary post on or around Tuesday, 26 May 2015 to the applicants at their own risk.

GENERAL

Lodgment of a PAL purporting to have been signed by the person(s) in whose favour it has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split provisional letters of allotment and/or certificates for the Rights Shares.

All documents, including cheques or cashier's orders for the amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. This PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue are available at the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, during normal business hours until Friday, 15 May 2015.

All times and dates in this PAL refer to Hong Kong local times and dates.

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business at 22/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar at its address set out above for the attention of Privacy Compliance Officer.

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



HAITONG INTERNATIONAL SECURITIES GROUP LIMITED

海通國際證券集團有限公司

(於百慕達註冊成立之有限公司)

(股份代號：665)

敬啟者：

緒言

根據本暫定配額通知書(「暫定配額通知書」)隨附由本公司於2015年4月30日刊發之供股章程(「供股章程」)所載條款，董事按2015年4月29日(星期三)由閣下持有並以閣下名義登記之每一股現有股份可獲發一股供股股份之基準，已暫定向閣下配發供股股份。

閣下於2015年4月29日(星期三)所持股份數目載於甲欄，而暫定配發予閣下之供股股份數目則載於乙欄。除非文義另有所指，否則本暫定配額通知書所使用之詞彙與供股章程所界定者具相同涵義。

供股股份一經配發、發行及繳足股款後，將在各方面與現有已發行股份享有同等地位。

供股章程及有關申請表格並無亦不會根據香港以外任何司法權區之任何適用證券法例或同等法例登記或存檔。

本公司並無於香港以外任何地區或司法權區就准許提呈發售供股股份或派發供股章程或任何有關申請表格採取任何行動。

因此，於香港以外任何地區或司法權區接獲供股章程或任何有關申請表格之人士，不可將其視作申請認購供股股份之要約或邀請，惟於有關司法權區內可毋須遵守任何登記或其他法律或監管規定即可合法提出該等要約或邀請除外。

在香港以外地區接獲供股章程或任何有關申請表格之任何人士(包括但不限於代理人、託管人、代名人和信託人)如欲承購供股章程項下之供股股份，有責任自行全面遵守有關地區之法律，包括取得任何政府或其他同意或辦妥該地區或司法權區可能規定之任何其他正式手續，以及在該地區或司法權區支付就此所須繳付之任何稅項、關稅及其他款項。任何人士作出之任何接納，將被視為構成該名人士就已遵守該等當地法律及規定向本公司作出之聲明及保證。為免疑慮，香港中央結算有限公司及香港中央結算(代理人)有限公司概不受限於任何上述聲明及保證。如閣下對本身之情況有任何疑問，應諮詢閣下之專業顧問。

倘本公司全權酌情信納有關交易獲豁免或毋須遵守引致有關司法權區關於在該司法權區提呈發售或承購供股股份之限制之法例或規例，則本公司保留權利容許登記地址位於或居於香港以外司法權區之任何股東(不論為直接持有人或實益擁有人)承購供股股份。

申請及付款手續

閣下如欲承購全數暫定配額，須在不遲於2015年5月15日(星期五)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之較後時間及／或日期)，將本暫定配額通知書連同丙欄所載接納時應全數繳付之股款送達過戶處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款須以港元支付。支票須由香港持牌銀行賬戶繳付，而銀行本票則須由香港持牌銀行發出，註明抬頭人為「海通國際證券集團有限公司—暫定配額供股」，並須以「只准入抬頭人賬戶」劃線方式開出。有關付款將構成接納本暫定配額通知書及供股章程之條款，並受本公司之公司組織章程大綱及組織章程細則所規限。於申請時收取之股款將不會獲發收據。獲接納申請之任何供股股份之股票將於2015年5月26日(星期二)或前後按背頁所示地址以平郵方式寄發予合資格股東(倘為聯名合資格股東，則為名列首位之合資格股東)，郵誤風險概由彼等自行承擔。

謹請注意，除非本暫定配額通知書連同丙欄所示之適當股款已如上文所述在不遲於2015年5月15日(星期五)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之較後時間及／或日期)交回過戶處(不論由原承配人或是已獲有效轉讓供股權之任何人士)，否則將被視作放棄本暫定配額通知書及其項下之一切有關權利，而有關供股股份之暫定配發將會被註銷。即使按上述規定交回之暫定配額通知書並未按有關指示填妥，本公司可(全權酌情決定但並無責任)將其視為有效，並對遞交表格之人士或其代表之人士具約束力。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

申請額外供股股份

合資格股東將有權透過額外申請之方式申請(i)不合資格股東如為合資格股東時應獲配發之任何未出售供股股份；(ii)向合資格股東暫定配發但不獲有效接納之任何供股股份或基於其他原因不獲未繳股款供股權之受棄讓人或承讓人認購之任何供股股份；及(iii)任何未售出並已匯集之零碎未繳股款供股權。

只有合資格股東方可申請額外供股股份，並只可在不遲於2015年5月15日(星期五)下午4時正，按照供股章程隨附額外供股股份之額外申請表格印備之指示填妥及簽署有關表格，另附就所申請之額外供股股份應付之全數股款一併交回過戶處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款須以港元支付。支票須由香港之持牌銀行賬戶繳付，而銀行本票則須由香港持牌銀行發出，註明抬頭人為「海通國際證券集團有限公司—額外供股」，並須以「只准入抬頭人賬戶」劃線方式開出。過戶處將知會合資格股東任何獲配發之額外供股股份。

轉讓

閣下如欲將本暫定配額通知書所暫定配發予閣下之供股股份認購權全數轉讓，須填妥及簽署本暫定配額通知書之轉讓及提名表格(表格乙)，並將本暫定配額通知書交予認購權之承讓人或轉讓經手人。承讓人須在不遲於2015年5月15日(星期五)下午4時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之較後時間及／或日期)將登記申請表格(表格丙)填妥及簽署，然後將整份暫定配額通知書連同丙欄所示須於接納時全數繳付之股款交回過戶處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。謹請注意，閣下轉讓有關供股股份之認購權予承讓人及承讓人接納有關權利，均須繳付香港印花稅。

分析

閣下如僅欲接納部分暫定配額或轉讓本暫定配額通知書所述獲暫定配發可認購供股股份之部分權利，或將閣下之全部或部分權利轉讓予一位以上之人士，須在不遲於2015年5月7日(星期四)下午4時30分將原有暫定配額通知書交出及交回過戶處卓佳證券登記有限公司註銷，地址為香港皇后大道東183號合和中心22樓，過戶處將會註銷原有暫定配額通知書，並按所需數額發出新暫定配額通知書。新暫定配額通知書可於閣下交出原有暫定配額通知書後第二個營業日上午9時正後在卓佳證券登記有限公司領取。

惡劣天氣之影響

在以下期間如出現八號或以上熱帶氣旋警告信號，或「黑色」暴雨警告信號，接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將不會生效：(i)於最後接納日期本地時間正午12時之前於香港懸掛及於正午12時之後取消。在此情況下，接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將順延至同一營業日下午5時正；或(ii)於最後接納日期正午12時至下午4時正期間於香港懸掛。在此情況下，接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間將重訂為下一個在上午9時正至下午4時正期間任何時間並無懸掛上述任何警告信號之營業日下午4時正。

如接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之截止時間並非在最後接納日期當日，則本暫定配額通知書所提及之日期可能會受影響。預期時間表如有任何變動，本公司將在實際可行情況下盡快以公告方式通知股東。

終止包銷協議

謹請注意，包銷協議載有條文授予聯席包銷商於發生若干事件之情況下終止彼等於包銷協議項下責任之權利，有關事件載於供股章程中「終止包銷協議」一節。倘包銷協議被聯席包銷商根據其條款終止或未能成為無條件，供股將不會進行。

買賣股份及未繳股款供股權之風險警告

謹請注意，現有股份已自2015年4月23日(星期四)起以除權基準買賣。未繳股款供股權預期將由2015年5月5日(星期二)至2015年5月12日(星期二)(包括首尾兩日)期間進行買賣。倘供股之條件未能於2015年5月18日(星期一)或之前(或本公司與聯席包銷商可能以書面方式釐定之較後時間及／或日期)獲達成，則供股將不會進行。

直至供股條件獲達成當日買賣股份之任何人士，以及由2015年5月5日(星期二)至2015年5月12日(星期二)(分別為未繳股款供股權買賣之首日及最後日期)期間買賣未繳股款供股權之任何人士，均因此須承擔供股或未能成為無條件及不一定進行之風險。

有意轉讓、出售或購買股份及／或未繳股款供股權之任何股東或其他人士於買賣股份及／或未繳股款供股權時務請審慎行事，如彼等對其情況有任何疑問，應諮詢其專業顧問。

支票及銀行本票

所有支票或銀行本票將於收訖後立即過戶，而有關股款所賺取之所有利息(如有)將撥歸本公司所有。填妥並交回本暫定配額通知書及繳付申請供股股份股款之支票或銀行本票，將構成申請人之一項保證，表示該支票或銀行本票將於首次兌現時獲兌現。在不影響本公司就此享有之其他權利下，本公司保留權利拒絕受理任何涉及支票或銀行本票在首次兌現時未能兌現之暫定配額通知書，而在此情況下，閣下之暫定配額及其項下之所有權利及享有權將被視作放棄及予以取消。

供股股份之股票及退款支票

待供股條件達成後，預期繳足股款供股股份之股票將於2015年5月26日(星期二)或前後以平郵方式寄發予該等已就供股股份繳付股款及接納供股股份之人士，郵誤風險概由彼等自行承擔。本公司將就配發及發行予申請人之所有供股股份發出一張股票。

全部或部分不獲接納之額外供股股份申請之相關退款支票(如有)，預期將於2015年5月26日(星期二)或前後，以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

一般事項

交回已由應獲發本暫定配額通知書之人士簽署之暫定配額通知書，即為交回上述文之人士有權處理暫定配額通知書，並有權收取暫定配額分拆函件及／或供股股份之股票之最終憑證。

所有文件(包括應付款項之支票或銀行本票)將以平郵方式寄至收件人之登記地址，郵誤風險概由彼等自行承擔。

供股章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法例管轄，並按其詮釋。

載有供股詳情之供股章程於2015年5月15日(星期五)或之前一般辦公時間內於過戶處卓佳證券登記有限公司可供查閱，地址為香港皇后大道東183號合和中心22樓。

本暫定配額通知書之所有時間及日期均指香港本地時間及日期。

填妥、簽署及交回本暫定配額通知書隨附之表格，即表示閣下同意向本公司、過戶處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關閣下或閣下為其利益而接納獲暫定配發供股股份之人士之任何資料。《個人資料(私隱)條例》賦予證券持有人權利，可確定本公司或過戶處是否持有其個人資料，索取有關資料之副本及更正任何不準確之資料。根據《個人資料(私隱)條例》，本公司及過戶處有權就處理任何查閱資料要求收取合理費用。所有有關查閱資料、更正資料或查閱有關政策及慣例以及持有資料種類之訊息的要求，應寄往本公司之主要營業地點(地址為香港德輔道中189號李寶椿大廈22樓)或根據適用法律不時通知之地址，註明公司秘書收，或(視情況而定)寄往過戶處(地址見上文)，註明私隱條例事務主任收。

此致

列位合資格股東 台照

承董事會命
海通國際證券集團有限公司
公司秘書
劉翊智
謹啟

2015年4月30日(星期四)

IN THE EVENT OF A TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM HONG KONG STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM HONG KONG STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THIS DOCUMENT.

在轉讓供股股份認購權時，每宗出售及每宗購買均須繳納香港從價印花稅。餽贈或以出售方式以外形式轉讓實益權益亦須繳納香港從價印花稅。在辦理本文件登記之前，須出示已繳納香港從價印花稅之證明。

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

Form B
表格乙

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
(僅供擬轉讓其全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors
Haitong International Securities Group Limited

致：海通國際證券集團有限公司
列位董事 台照

Dear Sirs,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and signing the Registration Application Form (Form C) below.
敬啟者：
本人／吾等謹將本暫定配額通知書所列本人／吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. 2. 3. 4.

Signature(s) (all joint Shareholders must sign)
簽署(所有聯名股東均須簽署)

Date: 2015 日期：2015年.....月.....日

Ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for Rights Shares.
閣下轉讓供股股份認購權須繳納從價印花稅。

REGISTRATION APPLICATION FORM
登記申請表格

Form C
表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares has/have been transferred)
(僅供已獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors
Haitong International Securities Group Limited

致：海通國際證券集團有限公司
列位董事 台照

Dear Sirs,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this Provisional Allotment Letter and the Prospectus and subject to the memorandum of association and the Bye-laws of the Company.
敬啟者：
本人／吾等謹請 閣下將表格甲內乙欄所列之供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在 貴公司之公司組織章程大綱及組織章程細則規限下，接納此等供股股份。

Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號	
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To be completed in BLOCK letters in ENGLISH in ink. Joint applicants should give the address of the first-named applicant only. 請用原子筆或墨水筆並以英文正楷填寫。聯名申請人只須填報排名首位之申請人之地址。 For Chinese applicant(s), please provide your name(s) in both English and Chinese. 中國籍申請人請同時填寫中英文姓名。									
Name in English 英文姓名	Family name or Company name 姓氏或公司名稱				Other names 名字		Name in Chinese 中文姓名		
Name continuation and/or name(s) of joint applicant(s) (if required) 續姓名及／或 聯名申請人姓名 (如有需要)									
Address in English (Joint applicants should give the address of the first-named applicant only) 英文地址 (聯名申請人只須填報 排名首位之申請人之地址)									
Occupation 職業					Telephone number 電話號碼				
Dividend Instructions 股息指示									
Name and address of bank 銀行名稱及地址					BANK 銀行	BRANCH 分行	Bank account number 銀行賬戶號碼		
							ACCOUNT 賬戶		
					Account type 賬戶類別			For office use only 公司專用	

1. 2. 3. 4.

Signature(s) of applicant(s) (all joint applicant(s) must sign)
申請人簽署(所有聯名申請人均須簽署)

Date: 2015 日期：2015年.....月.....日

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