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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Haitong International Securities Group Limited (the “**Company**”) will be held at Multi-function Room, 19th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on 21 April 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to the fulfilment of the conditions set out in the Underwriting Agreement (as defined below), the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved:

For the purpose of this resolution, “Rights Issue” means the proposed issue by way of rights of not less than 2,239,369,621 shares of HK\$0.10 each in the Company (“**Shares**”) and not more than 2,594,686,477 Shares (the “**Rights Shares**”) at a subscription price of HK\$3.50 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on the date by reference to which entitlement under the Rights Issue will be determined (the “**Record Date**”) (other than those shareholders (the “**Non-Qualifying Shareholders**”) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of one (1) Rights Share for every one (1) Share then held and otherwise pursuant to and subject to the fulfilment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**” including all supplemental agreements related thereto) dated 18 March 2015 and made among the Company, Haitong International Holdings Limited, China Securities (International) Corporate Finance Company Limited, Qilu International Securities

Limited and Haitong International Securities Company Limited (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification);

- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Director be and is hereby authorised to make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as he/she deems necessary, desirable or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and
- (c) any Director be and is hereby authorised to sign and execute such documents, instruments and agreements (and if such documents are required to be affixed with the common seal, any two directors of the Board be and are hereby authorised to sign and to affix the common seal on such documents) and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated under the Underwriting Agreement or the Rights Issue as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Underwriting Agreement, the Rights Issue and the issue of the Rights Shares and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and to agree with such variation, amendment or waiver as, in the opinion of the Board, in the interests of the Company and its shareholders as a whole.”

2. “**THAT**

the authorised share capital of the Company be and is hereby increased 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, and the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all documents which it considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the increase of authorised share capital.”

3. “**THAT:**

- (a) the board of directors of the Company (the “**Board**”) be and is hereby granted a 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 Board be and is hereby granted a 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.”

By order of the Board
Haitong International Securities Group Limited
Lin Yong
Deputy Chairman and Managing Director

Hong Kong, 31 March 2015

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 SGM is entitled to appoint a proxy to attend and vote 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 proxy form, 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 less than 48 hours before the time appointed for holding the SGM or any adjourned meeting thereof.
- 3. The proxy form for use at the SGM is enclosed in the circular. Completion and delivery of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the SGM or any adjourned meeting thereof if the shareholder of the Company so desires, and in such event, the proxy form 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 SGM, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the SGM 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. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the SGM, from Friday, 17 April 2015 to Tuesday, 21 April 2015, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the SGM, unregistered holders of the Shares should ensure that 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 Thursday, 16 April 2015.

As at the date of this notice, the board of directors of the Company 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*