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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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS, CHAIRMAN OF AUDIT COMMITTEE AND MEMBER OF NOMINATION COMMITTEE

The Board of the Company hereby announces that:

1. Mr. WAN Kam To will be appointed as an Independent Non-executive Director of the Company and the Chairman of the Audit Committee of the Company with effect from 19 June 2018; and
2. Ms. LIU Yan will be appointed as an Independent Non-executive Director of the Company and a member of the Nomination Committee of the Company with effect from 19 June 2018.

The board of directors (the “**Board**”) of Haitong International Securities Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that (1) Mr. WAN Kam To will be appointed as an Independent Non-executive Director of the Company and the Chairman of the Audit Committee of the Company with effect from 19 June 2018; and (2) Ms. LIU Yan will be appointed as an Independent Non-executive Director of the Company and a member of the Nomination Committee of the Company with effect from 19 June 2018.

Biographical details of Mr. WAN Kam To

Mr. WAN Kam To (“**Mr. WAN**”), aged 65, graduated from the accountancy department of Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher diploma in 1975. He was a partner of PricewaterhouseCoopers where he worked for over 30 years and accumulated extensive experience in auditing, financial advisory and management. Mr. WAN is currently a council member of The Open University of Hong Kong and a fellow member of Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Mr. WAN is also currently an independent non-executive director of various listed companies, namely A-Living Services Co., Ltd (listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), stock code: 3319), China Resources Land Limited (listed on the Stock Exchange, stock code: 1109), Fairwood Holdings Limited (listed on the Stock Exchange, stock code: 52), Harbin Bank Co., Ltd. (listed on the Stock Exchange, stock code: 6138), Huaneng Renewables Corporation Limited (listed on the Stock Exchange, stock code: 958), Kerry Logistics Network Limited (listed on the Stock Exchange, stock code: 636), KFM Kingdom Holdings Limited (listed on the Stock Exchange, stock code: 3816), Shanghai Pharmaceuticals Holding Co., Ltd. (listed on the Stock Exchange, stock code: 2607 and the Shanghai Stock Exchange (the “**SSE**”), stock code: 601607) and Target Insurance (Holdings) Limited (listed on the Stock Exchange, stock code: 6161). He also serves as an independent director of China World Trade Center Co., Ltd. (listed on the SSE, stock code:

600007). Mr. WAN was previously an independent non-executive director of Dalian Port (PDA) Company Limited (listed on the Stock Exchange, stock code: 2880 and the SSE, stock code: 601880) from June 2011 to June 2017 and S. Culture International Holdings Limited (listed on the Stock Exchange, stock code: 1255) from May 2013 to July 2017, respectively.

Mr. WAN entered into a service contract with the Company for a term of 3 years commencing from 19 June 2018 to 18 June 2021 (both dates inclusive), subject to the retirement and re-election provisions in the new bye-laws of the Company unless and until terminated by either party giving to the other not less than 3 months' prior notice in writing to determine the same. Mr. WAN will be entitled to receive an annual director's fee of HK\$250,000 payable every half-yearly in equal amount of HK\$125,000.

Save as disclosed herein, Mr. WAN neither holds other positions in the Company and its subsidiaries nor has any other relationship with any directors, senior management or substantial or controlling shareholder of the Company as at the date of this announcement. In the last three years, Mr. WAN did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this announcement, Mr. WAN has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. WAN has met the independence guidelines as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Save as disclosed herein, there is no other matter in connection with the appointment of Mr. WAN that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are also no other matters that need to be brought to the attention of the shareholders of the Company.

Biographical details of Ms. LIU Yan

Ms. LIU Yan ("**Ms. LIU**"), aged 47, holds a Bachelor degree in economics from Central University of Finance and Economics. She is a member of Chinese Institute of Certified Public Accountants (CICPA) and passed all tests for Chartered Financial Analyst (CFA) Program. Ms. LIU has over 20 years of experience in auditing, financial management, taxation and fund management. From 1992 to 1994, Ms. LIU worked at Brilliance Group Holdings Limited. From 1994 to 2001, Ms. LIU worked at PricewaterhouseCoopers. In 2005, Ms. LIU joined Global Financial Risk Management Department at Barclays Capital in New York. She worked at Angelo Gordon Asia Limited from 2007 to 2010. From 2010 to 2015, Ms. LIU worked in Fund Management Department and Investment Management Department in China Everbright Limited (Hong Kong). Ms. LIU is currently an independent non-executive director of Tai United Holdings Limited (listed on the Stock Exchange, stock code: 718) and U Banquet Group Holding Ltd. (listed on the Stock Exchange, stock code: 1483).

Ms. LIU entered into a service contract with the Company for a term of 3 years commencing from 19 June 2018 to 18 June 2021 (both dates inclusive), subject to the retirement and re-election provisions in the new bye-laws of the Company unless and until terminated by either party giving to the other not less than 3 months' prior notice in writing to determine the same. Ms. LIU will be entitled to receive an annual director's fee of HK\$200,000 payable every half-yearly in equal amount of HK\$100,000.

Save as disclosed herein, Ms. LIU neither holds other positions in the Company and its subsidiaries nor has any other relationship with any directors, senior management or substantial or controlling shareholder of the Company as at the date of this announcement. In the last three years, Ms. LIU did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this announcement, Ms. LIU has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Ms. LIU has met the independence guidelines as set out in Rule 3.13 of the Listing Rules. Save as disclosed herein, there is no other matter in connection with the appointment of Ms. LIU that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are also no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. WAN and Ms. LIU to join the Board of the Company.

Following the appointment of Mr. WAN and Ms. LIU, the Company has fully complied with the specific requirements as regards the proportion of independent non-executive directors comprising the Board as well as the composition of the Audit Committee under Rule 3.10A and Rule 3.21 of the Listing Rules.

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

Hong Kong, 19 June 2018

As at the date of this announcement, 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