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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 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING HELD ON 24 MAY 2019

Poll Results of the Annual General Meeting

Reference is made to the circular (the “**AGM Circular**”) and the notice of the annual general meeting (the “**AGM Notice**”) of Haitong International Securities Group Limited (the “**Company**”) both dated 18 April 2019. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular.

The Board is pleased to announce that at the annual general meeting held on 24 May 2019 (the “**AGM**”), all proposed resolutions as set out in the AGM Notice were duly approved by Shareholders 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 AGM.

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

Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1	To receive and consider the audited financial statements for the year ended 31 December 2018 and reports of the board of directors and auditor of the Company.	4,120,987,711 (100%)	0 (0%)	4,120,987,711
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2(a)	To elect Mr. WAN Kam To as an independent non-executive director of the Company.	3,856,971,601 (93.59%)	264,184,609 (6.41%)	4,121,156,210
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2(b)	To elect Ms. LIU Yan as an independent non-executive director of the Company.	4,119,091,054 (99.95%)	2,065,156 (0.05%)	4,121,156,210
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
2(c)	To re-elect Mr. SUN Jianfeng as an executive director of the Company.	4,116,449,042 (99.89%)	4,707,168 (0.11%)	4,121,156,210
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2(d)	To re-elect Mr. CHENG Chi Ming Brian as a non-executive director of the Company.	4,029,009,292 (97.76%)	92,146,918 (2.24%)	4,121,156,210
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2(e)	To re-elect Mr. TSUI Hing Chuen William as an independent non-executive director of the Company.	4,046,424,613 (98.19%)	74,731,597 (1.81%)	4,121,156,210
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2(f)	To re-elect Ms. LAU Wai Piu as an independent non-executive director of the Company.	4,049,990,954 (98.27%)	71,165,256 (1.73%)	4,121,156,210
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2(g)	To re-elect Mr. WEI Kuo-chiang as an independent non-executive director of the Company.	4,119,091,054 (99.95%)	2,065,156 (0.05%)	4,121,156,210
	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 authorize the board of directors of the Company to fix the remuneration of directors of the Company.	4,119,917,855 (99.99%)	82,356 (0.01%)	4,120,000,211
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	4,121,156,204 (100%)	0 (0%)	4,121,156,204
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.1	To give a general mandate to the board of directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.	3,815,264,634 (92.58%)	305,891,570 (7.42%)	4,121,156,204
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
5.2	To give a general mandate to the board of directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.	4,121,042,441 (100%)	0 (0%)	4,121,042,441
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.3	To extend the general mandate granted to the board of directors to allot, issue and deal with additional shares by the addition thereto of an amount not exceeding the amount of shares repurchased by the Company.	3,816,186,346 (92.60%)	304,969,858 (7.40%)	4,121,156,204
	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 AGM Notice for the full version of the above resolutions nos. 5.1, 5.2 and 5.3.

As at the date of the AGM, the total number of issued shares of the Company was 5,792,329,147 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions at the AGM and no Shareholders were entitled to attend and abstain from voting in favour as set out in rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the AGM Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

Poll Results of the Special General Meeting

Reference is made to the circular (the “**SGM Circular**”) and the notice of the special general meeting (the “**SGM Notice**”) of the Company both dated 24 April 2019. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the SGM Circular.

The Board is pleased to announce that at the special general meeting held on 24 May 2019 (the “**SGM**”), the proposed resolution as set out in the SGM Notice (the “**Resolution**”) was duly approved by the Shareholders 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 result in respect of the resolution proposed at the SGM was as follows:

Ordinary Resolution	Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
	For	Against	
To approve, ratify and/or confirm the entering into of the Master Agreement and the transactions contemplated thereunder and in connection therewith and the proposed annual caps set out in the circular of the Company dated 24 April 2019, the execution of the documents and the transactions thereunder.	416,948,942 (100%)	0 (0%)	416,948,942
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 SGM Notice for the full version of the Resolution.

As at the date of the SGM, the total number of issued shares of the Company was 5,792,329,147 Shares.

As at the date of the SGM, HTIH, a wholly-owned subsidiary of HSCL, holding 3,681,633,864 Shares in aggregate, representing approximately 63.56% of the total issued share capital of the Company, was required to abstain and has abstained from voting under the Listing Rules on the Resolution. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution was 2,110,695,283, representing approximately 36.44% of the total issued share capital of the Company as at the date of the SGM. No Shareholders were entitled to attend and abstain from voting in favour as set out in rule 13.40 of the Listing Rules.

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

Hong Kong, 24 May 2019

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*