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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 HELD ON 15 APRIL 2014

Reference is made to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**Notice**”) of Haitong International Securities Group Limited (the “**Company**”) both dated 14 March 2014. 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 annual general meeting held on 15 April 2014 (the “**AGM**”), all proposed resolutions as set out in the 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 2013 and reports of the board of directors and auditor of the Company.	1,132,417,531 (100.000%)	0 (0.000%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2	To declare a final dividend of the Company.	1,132,417,531 (100.000%)	0 (0.000%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3(a)	To re-elect Mr. JI Yuguang as a non-executive director of the Company.	1,132,396,260 (99.998%)	21,271 (0.002%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3(b)	To re-elect Mr. LI Jianguo as an executive director of the Company.	1,132,403,228 (99.999%)	14,303 (0.001%)	1,132,417,531
	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	
3(c)	To re-elect Mr. POON Mo Yiu as an executive director of the Company.	1,132,403,228 (99.999%)	14,303 (0.001%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3(d)	To re-elect Mr. CHENG Chi Ming Brian as a non-executive director of the Company.	1,132,396,260 (99.998%)	21,271 (0.002%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
3(e)	To re-elect Mr. TSUI Hing Chuen William as an independent non-executive director of the Company.	1,132,409,358 (99.999%)	8,173 (0.001%)	1,132,417,531
	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 fix the remuneration of directors of the Company.	1,132,417,531 (100.000%)	0 (0.000%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5	To appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	1,132,417,531 (100.000%)	0 (0.000%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.1	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.	1,130,133,844 (99.798%)	2,283,687 (0.202%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.2	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.	1,132,417,531 (100.000%)	0 (0.000%)	1,132,417,531
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.3	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.	1,130,147,017 (99.799%)	2,270,514 (0.201%)	1,132,417,531
	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	
6.4	To approve the increase in the authorized share capital of the Company from HK\$200,000,000 to HK\$450,000,000	1,130,156,017 (99.800%)	2,261,514 (0.200%)	1,132,417,531
	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 nos. 6.1, 6.2, 6.3 and 6.4.

As at the date of the AGM, the total number of issued shares of the Company was 1,395,959,624 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 Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

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

Hong Kong, 15 April 2014

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. 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