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海通证券股份有限公司  
HAITONG SECURITIES CO., LTD.\*

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6837)**

## CHANGE OF JOINT COMPANY SECRETARY

The board of directors (the “**Board**”) of Haitong Securities Co., Ltd. (the “**Company**”) announces that pursuant to personal career development, Mr. Jin Xiaobin (“**Mr. Jin**”) will cease to act as a joint company secretary of the Company with effect from 28 April 2015.

Mr. Jin confirmed that he has no disagreement with the Board and there are no circumstances related to his cease to act as a joint company secretary which need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board also announces that Mr. Huang Zhenghong (“**Mr. Huang**”) will be appointed as a joint company secretary of the Company with effect from 28 April 2015 till 30 December 2017.

Mr. Huang, born in 1975, joined the Company in July 2001. Mr. Huang served in various positions in the Company, including an industry analyst in our research centre from July 2001 to December 2003, secretary and assistant to director in the general manager’s office of the Company from December 2003 to March 2011 successively, a deputy director of the strategic development & IT management committee and assistant to director in the general manager’s office of the Company from March 2011 to November 2012. Mr. Huang has been the secretary of the Board since March 2015 and the general manager of the strategic development department of the Company since November 2012. Mr. Huang has been a director of UT Capital Group Co., Limited, Haitong UniTrust International Leasing Corporation, UniFortune International Leasing Co., Ltd. and Shanghai UniCircle Investment & Development Corporation since January 2014, a director of Haitong UniTrust Finance & Leasing Corporation (Shanghai) since July 2014, and a director of Haitong Assets Management Co., Ltd. since August 2013. Mr. Huang graduated from Peking University with a bachelor’s degree in science, major in nuclear physics and nuclear techniques in July 1998. He graduated from Peking University with a master’s degree in economics, major in national economics in July 2001.

Ms. Lam Wai Yee Sophie (“**Ms. Lam**”), the other joint company secretary of the Company, will assist Mr. Huang in his discharge of duties as the joint company secretary of the Company. Ms. Lam meets the requirements of a company secretary under Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities of The Stock Exchange (the “**Listing Rules**”).

The Board would like to take this opportunity to thank Mr. Jin for his contribution towards the Company and welcome Mr. Huang on his new appointment.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Huang currently does not possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied, and the Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Huang as a joint company secretary of the Company for a period of three years from the date of the said appointment (the “**Waiver Period**”) on condition that the Company engages Ms. Lam, the other joint company secretary of the Company who is able to fully comply with the requirements set out under Note 1 to Rule 3.28 of the Listing Rules, to assist Mr. Huang and enable him to acquire the relevant experience to discharge the functions of a company secretary during the Waiver Period as required under Note 2 to Rule 3.28 of the Listing Rules. The Waiver will be revoked immediately if Ms. Lam ceases to provide assistance to Mr. Huang. The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

Upon expiry of the Waiver Period, the Company will notify the Stock Exchange to re-visit the situation. The qualifications and experience of Mr. Huang will be further evaluated by the Company. The Company will then endeavour to demonstrate to the Stock Exchange’s satisfaction that Mr. Huang, having had the benefit of Ms. Lam’s assistance, has acquired “relevant experience” within the meaning of Note 2 to Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

By order of the board of directors  
**Haitong Securities Co., Ltd.**  
**WANG Kaiguo**  
*Chairman*

Shanghai, the PRC  
28 April 2015

*As at the date of this announcement, our executive directors are Mr. WANG Kaiguo and Mr. QU Qiuping; our non-executive directors are Mr. ZHUANG Guowei, Mr. CHEN Bin, Mr. XU Chao, Mr. WANG Hongxiang, Ms. ZHANG Xinmei and Mr. HE Jianyong; and our independent non-executive directors are Mr. LIU Cheeming, Mr. XIAO Suining, Mr. LI Guangrong, Mr. LYU Changjiang and Mr. FENG Lun.*

\* *For identification purpose only*