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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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF JOINT COMPANY SECRETARY, AUTHORISED
REPRESENTATIVE UNDER THE COMPANIES ORDINANCE
OF HONG KONG AND
AGENT FOR THE SERVICE OF PROCESS IN HONG KONG**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Haitong Securities Co., Ltd. (the “**Company**”) recently received the written resignation from Mr. Lyu Changjiang (“**Mr. Lyu**”) as an independent non-executive director. Mr. Lyu has tendered his resignation from the office of the independent non-executive director of the sixth session of the Board, the chairman of the Audit Committee of the Board and the member of the Nomination, Remuneration and Assessment Committee of the Board due to personal reason (career development). Upon the resignation of Mr. Lyu taking effect, Mr. Lyu will no longer hold any other position in the Company. Mr. Lyu confirms that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The resignation of Mr. Lyu will take effect upon the appointment of a new independent non-executive director being approved at the general meeting of the Company to fill the vacancy. Before such new independent non-executive director is appointed by the general meeting of the Company, Mr. Lyu will continue to perform his functions and duties as the independent non-executive director, the chairman of the Audit Committee and the member of the Nomination, Remuneration and Assessment Committee of the Company in accordance with laws, administrative regulations and articles of association.

The Board will complete the procedures for appointment of new independent non-executive director as soon as practicable in accordance with relevant rules.

The valuable contribution made by Mr. Lyu to the Company during his term of office is greatly appreciated by the Board.

CHANGE OF JOINT COMPANY SECRETARY, AUTHORISED REPRESENTATIVE UNDER THE COMPANIES ORDINANCE OF HONG KONG AND AGENT FOR THE SERVICE OF PROCESS IN HONG KONG

The Board also announces that Mr. Chau Kwok Ming (“**Mr. Chau**”) has tendered to the Board his resignation as a joint company secretary of the Company (the “**Joint Company Secretary(ies)**”), as the agent for accepting service of process and notice on behalf of the Company in Hong Kong (the “**Process Agent**”) and as the authorised representative of the Company under the Companies Ordinance of Hong Kong (the “**Authorised Representative**”), due to other business engagements, with effect from the date on which the appointment of the new Joint Company Secretary, Process Agent and Authorised Representative takes effect.

Mr. Chau confirmed that he has no disagreement with the Board and there are no circumstances related to his resignation which need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

Reference is made to the announcement of the Company dated 30 June 2015 in respect of the change of Joint Company Secretary and the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange on 19 June 2015 from strict compliance with Rule 3.28 and Rule 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) for a period from the date of appointment of Mr. Chau as the Joint Company Secretary (i.e. 1 July 2015) to 27 April 2018 (i.e. the remaining period for the waiver granted to the Company by the Stock Exchange on 23 April 2015 from strict compliance with Rule 3.28 and Rule 8.17 of the Listing Rules for a period of three years from the date of appointment of Mr. Huang Zhenghong (“**Mr. Huang**”) as the other Joint Company Secretary (i.e. 28 April 2015)) on the condition that Mr. Huang will be assisted by Mr. Chau to acquire the “relevant experience” within the meaning of Note 2 to Rule 3.28 of the Listing Rules and to discharge his duties as the Joint Company Secretary. The Waiver will be revoked immediately if Mr. Chau ceases to provide assistance to Mr. Huang.

The Board has agreed that Ms. Wong Wai Ling (“**Ms. Wong**”) to be appointed as one of the Joint Company Secretaries, the Process Agent and the Authorised Representative as a replacement of Mr. Chau subject to the granting by the Stock Exchange of a new waiver to the Company from strict compliance with the requirements under Rule 3.28 and Rule 8.17 of the Listing Rules in relation to Mr. Huang’s eligibility to act as the Joint Company Secretary. Other contents of the service contract remain unchanged.

Ms. Wong has over 12 years of experience in providing company secretarial services in Hong Kong. Ms. Wong is an assistant vice president of SW Corporate Services Group Limited (“**SWCS**”) and is responsible for assisting listed companies in professional company secretarial work. Prior to joining SWCS, she worked in a corporate service provider and in the corporate secretarial division of an international accounting firm. Ms. Wong obtained a degree of Bachelor of Arts in Marketing and Public Relations and a degree of Master of Corporate Governance. She is a member of The Hong Kong Institute of Chartered Secretaries and a member of The Institute of Chartered Secretaries and Administrators in the United Kingdom.

The Board would like to take this opportunity to thank Mr. Chau for his contribution to the Company during his tenure of service.

Further announcement will be made by the Company in relation to the effective date of the change of Joint Company Secretary, the Process Agent and the Authorised Representative.

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

Shanghai, the PRC
11 December 2015

As at the date of this announcement, our executive directors are Mr. WANG Kaiguo and Mr. QU Qiuping; our non-executive directors are Ms. YU Liping, Mr. CHEN Bin, Mr. XU Chao, Mr. WANG Hongxiang, Ms. ZHANG Xinmei and Mr. SHEN Tiedong; 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*