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恒 投 證 券 HENGTOU SECURITIES

(a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))

(the “**Company**”)
(**Stock Code: 1476**)

PROPOSED CHANGE OF INTERNATIONAL AUDITORS

The Board announces that KPMG will retire as the international auditors of the Company with effect from the conclusion of the AGM and the Board proposes to appoint RSM Hong Kong as the international auditors of the Company for the year 2016.

The proposed appointment of RSM Hong Kong as the international auditors of the Company for the year 2016 is subject to approval by the Shareholders at the AGM.

A circular containing, inter alia, the proposed change of the international auditors together with the notice convening the AGM, will be despatched to the Shareholders in due course.

This announcement is made by the board (the “**Board**”) of directors of the Company pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board announces that, as the Company could not reach a consensus with KPMG on the audit fee proposed for the financial year ending 31 December 2016, the Company will not reappoint KPMG as the international auditors of the Company for the year ending 31 December 2016 and KPMG will retire as the international auditors of the Company upon the expiration of its current term of office with effect from the conclusion of the annual general meeting of the Company to be convened on 27 May 2016 (the “**AGM**”).

Following the retirement of KPMG, the Board proposes, with the recommendation from the audit committee of the Company, to appoint RSM Hong Kong as the international auditors of the Company for the year 2016 with a term until the conclusion of the annual general meeting of the Company to be held in 2017. The proposed appointment of RSM Hong Kong as the international auditors of the Company is subject to approval by the shareholders of the Company (the “**Shareholders**”) at the AGM.

The Company has received a letter of confirmation from KPMG which states that there are no matters in respect of the circumstances leading to their cessation as the international auditors of the Company that need to be brought to the attention of the Shareholders.

The Board and the audit committee of the Company also confirm that there are no material disagreements or outstanding matters between the Company and KPMG, and are not aware of any other matters relating to the proposed change of international auditors of the Company that need to be brought to the attention of the Shareholders.

A circular containing, inter alia, the proposed change of the international auditors together with the notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board
Pang Jiemin
Chairman

Hong Kong, 8 April 2016

As at the date of this announcement, the Board comprises Mr. Pang Jiemin and Mr. Wu Yigang as executive directors, Mr. Ju Jin, Mr. Zhang Tao, Mr. Chen Guanglei and Mr. Sun Chao as non-executive directors, and Mr. Peng Diyun, Ms. Zhou Jianjun and Dr. Lam Sek Kong as independent non-executive directors.