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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)

ADJUSTMENT TO CONVERTIBLE PRICES OF THE HK\$1,164,000,000 1.25% CONVERTIBLE BONDS DUE 2019 AND THE HK\$3,880,000,000 ZERO COUPON CONVERTIBLE BONDS DUE 2021

The Company announces that the respective Convertible Price of the 2014 CBs and 2016 CBs has been adjusted as follows with effect from 25 October 2019 as a result of issue of new shares under the interim dividend of HK9 cents per Share for the 6 months ended 30 June 2019 (“**Interim Dividend**”) in form of scrip dividend:

- (i) in respect of the 2014 CBs, from HK\$4.32 per Share to HK\$4.14 per Share; and
- (ii) in respect of the 2016 CBs, from HK\$6.09 per Share to HK\$5.81 per Share.

References are made to:

- (i) the announcements of Haitong International Securities Group Limited (the “**Company**”) dated 24 October 2014, 4 November 2014 and 5 November 2014 respectively in relation to the HK\$1,164,000,000 1.25% convertible bonds due 2019 (the “**2014 CBs**”), the announcements of the Company dated 11 October 2016 and 25 October 2016 respectively in relation to the HK\$3,880,000,000 zero coupon convertible bonds due 2021 (the “**2016 CBs**”), the announcements of the Company dated 11 May 2018 and 24 October 2018 in relation to the adjustments to the conversion prices of the 2014 CBs and the 2016 CBs (collectively, the “**CB Announcements**”); and
- (ii) the announcement of the Company dated 23 August 2019 in relation to the interim results of the Company for the 6 months ended 30 June 2019 containing details of the Interim Dividend.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the CB Announcements.

Notice is hereby given that pursuant to the provisions on adjustments to the respective price per Convertible Share at which the 2014 CBs and 2016 CBs may be converted into the Shares (the “**Convertible Price**”) as stated in the respective terms and conditions of the 2014 CBs and 2016 CBs, the respective Convertible Price of the 2014 CBs and 2016 CBs has been adjusted as follows as a result of issue of new shares under the Interim Dividend in form of scrip dividend (the “**Adjustment**”):

- (i) in respect of the 2014 CBs, from HK\$4.32 per Share to HK\$4.14 per Share; and
- (ii) in respect of the 2016 CBs, from HK\$6.09 per Share to HK\$5.81 per Share.

The Adjustment has become effective from 25 October 2019, being the day of issue of the new shares under the Interim Dividend in form of scrip dividend.

The Adjustment has been computed in accordance with clause 6(C)(ii)(B) of the terms and conditions of the 2014 CBs and clause 6(C)(ii)(B) of the terms and conditions of the 2016 CBs.

All other terms of the 2014 CBs and 2016 CBs remain unchanged. As at the date of this announcement, the outstanding principal amount of the 2014 CBs is HK\$137,000,000. The 2014 CBs entitle the holders thereof to convert the outstanding 2014 CBs into 33,091,787 Shares after the Adjustment. After redemption of part of the 2016 CBs on 25 October 2019, the outstanding principal amount of the 2016 CBs is HK\$124,000,000. The 2016 CBs entitle the holders thereof to convert the outstanding 2016 CBs into 21,342,512 Shares after the Adjustment.

By order of the Board
Haitong International Securities Group Limited
LIN Yong
Deputy Chairman and Chief Executive Officer

Hong Kong, 25 October 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*