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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)**

- (1) PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TEN (10) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS;**  
**(2) CLOSURE OF REGISTER OF MEMBERS;**  
**AND**  
**(3) POSSIBLE ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS UNDER THE SHARE OPTION SCHEME**

### **PROPOSED RIGHTS ISSUE**

The Company proposes to raise gross proceeds of up to (i) approximately HK\$1,295,104,900 before expenses by way of the issue of 1,992,469,077 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date); or (ii) approximately HK\$1,303,662,475 by way of the issue of 2,005,634,577 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date other than the new Shares to be allotted and issued pursuant to the full exercise of the outstanding Share Options), at the Subscription Price of HK\$0.65 per Rights Share on the basis of three (3) Rights Shares for every ten (10) existing Shares held on the Record Date. The Rights Issue is only available to Qualifying Shareholders and will not be extended to Non-Qualifying Shareholders.

Assuming all the Rights Shares are taken up, the net proceeds from the Rights Issue after deducting the incidental expenses are estimated to be (i) approximately HK\$1,290,104,900 (assuming no change in the number of Shares in issue on or before the Record Date); or (ii) approximately HK\$1,298,662,475 (assuming no change in the number of Shares in issue on or before the Record Date other than the new Shares to be allotted and issued pursuant to the full exercise of the outstanding Share Options).

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. There is no minimum subscription level or minimum amount required to be raised under the Rights Issue.

### **IRREVOCABLE UNDERTAKING FROM HTIH**

As at the date of this announcement, HTIH, the controlling shareholder of the Company, held 4,510,666,113 Shares, representing approximately 67.92% of all issued Shares as at the date hereof. The Company is liaising with HTIH to provide the Irrevocable Undertaking, pursuant to which HTIH will irrevocably undertake with the Company that (i) it will subscribe for 1,353,199,833 Rights Shares to be provisionally allotted to it (at the aggregate subscription price of approximately HK\$879,579,891); and (ii) it will not sell, dispose of or transfer, or agree to sell, dispose or transfer any of the Shares held by it from the date of the Irrevocable Undertaking to the date of completion of the Rights Issue or the date on which the Company announces that the Rights Issue will not proceed, whichever is earlier. The Company will make further disclosure as appropriate upon the receipt of the Irrevocable Undertaking by the Company.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Friday, 19 May 2023 to Thursday, 25 May 2023 (both days inclusive) for determining the entitlements to the Rights Issue during which period no transfer of Shares will be registered.

### **LISTING RULES IMPLICATIONS**

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement, and the Rights Issue will not on its own increase either the total number of issued Shares or the market capitalisation of the Company by more than 50%, the Rights Issue is **not** subject to the approval of the Shareholders pursuant to Rule 7.19A of the Listing Rules.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

### **GENERAL**

The Prospectus Documents containing further details of the Rights Issue are expected to be despatched to the Qualifying Shareholders on or around Monday, 29 May 2023. The Company will send the Prospectus Documents to the Qualifying Shareholders only and will, subject to the advice given in the legal opinions provided by the Company's legal advisers in the relevant overseas jurisdictions of Overseas Shareholders, if any, and to the extent reasonably practicable, send the Prospectus (excluding the PAL and EAF) to the Non-Qualifying Shareholders for information purposes only.

## **POSSIBLE ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS UNDER THE SHARE OPTION SCHEME**

As at the date of this announcement, there were outstanding Share Options entitling the holders thereof to subscribe for a total of 43,885,001 Shares. Pursuant to the terms of the Share Option Scheme, completion of the Rights Issue may lead to adjustments, among others, in the exercise price and/or the number of Shares to be issued upon the exercise of outstanding Share Options issued under the Share Option Scheme. The Company will notify the holders of such Share Options and the Shareholders (as and when appropriate) regarding the appropriate adjustments to be made (if any) and the timing in due course.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES**

**The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the paragraph headed “Conditions of the Rights Issue” in this announcement. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed.**

**Any Shareholder or other person dealing in Shares and/or Rights Shares up to the date on which all the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not proceed.**

**Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.**

## **THE RIGHTS ISSUE**

The Company proposes to raise gross proceeds of up to (i) approximately HK\$1,295,104,900 before expenses by way of the issue of 1,992,469,077 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date); or (ii) approximately HK\$1,303,662,475 by way of the issue of 2,005,634,577 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date other than the new Shares to be allotted and issued pursuant to the full exercise of the outstanding Share Options), at the Subscription Price of HK\$0.65 per Rights Share on the basis of three (3) Rights Shares for every ten (10) existing Shares held on the Record Date. The Rights Issue is only available to Qualifying Shareholders and will not be extended to Non-Qualifying Shareholders.

The principal terms of the Rights Issue are as follows:

**Issue statistics**

|  |   |   |
|--|---|---|
| Basis of the Rights Issue  | : | Three (3) Rights Shares for every ten (10) existing Shares held by the Qualifying Shareholders on the Record Date   |
| Subscription Price   | : | HK\$0.65 per Rights Share   |
| Number of Shares in issue as at the date of this announcement  | : | 6,641,563,594 Shares  |
| Indicative maximum number of Rights Shares to be issued under the Rights Issue (assuming the Rights Issue is fully subscribed)   | : | 1,992,469,077 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) or 2,005,634,577 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date other than the new Shares to be allotted and issued pursuant to the full exercise of the outstanding Share Options)   |
| Indicative maximum number of total issued Shares as enlarged by the Rights Issue (assuming the Rights Issue is fully subscribed) | : | 8,634,032,671 Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) or 8,691,083,172 Shares (assuming no change in the number of Shares in issue on or before the Record Date other than the new Shares to be allotted and issued pursuant to the full exercise of the outstanding Share Options and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)                       |
| Indicative maximum amount to be raised before expenses (assuming the Rights Issue is fully subscribed)                           | : | Approximately HK\$1,295,104,900 (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) or approximately HK\$1,303,662,475 (assuming no change in the number of Shares in issue on or before the Record Date other than the new Shares to be allotted and issued pursuant to the full exercise of the outstanding Share Options and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) |
| Right of excess applications   | : | Qualifying Shareholders may apply for Rights Shares in excess of their provisional allotments   |

As at the date of this announcement, there were outstanding Share Options in issue by the Company entitling the holders thereof to subscribe for a total of 43,885,001 Shares. Save for the foregoing, as at the date of this announcement, the Company had no outstanding debt securities, derivatives, options, warrants, convertible securities or other similar securities which are convertible or exchangeable into Shares.

The Rights Shares proposed to be issued pursuant to the Rights Issue represent approximately 30% of the issued share capital of the Company as at the date of this announcement and will represent approximately 23.08% of the issued share capital of the Company as enlarged by the issue of the Rights Shares.

#### **Non-underwritten basis**

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. In the event that the provisional allotments for the Rights Issue are not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders together with the Rights Shares not provisionally allotted to the Non-Qualifying Shareholders and aggregated fractional entitlement of Rights Shares will be made available for excess application under the EAFs. There is no minimum subscription level or minimum amount required to be raised under the Rights Issue.

**Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.**

## **The Subscription Price**

The Subscription Price of HK\$0.65 per Rights Share is payable in full upon the acceptance of the relevant provisional allotment of Rights Shares or, where applicable, upon an application of Excess Rights Shares.

The Subscription Price represents:

- (i) no discount or premium to the closing price of HK\$0.65 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 0.31% to the average closing price per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.652 per Share;
- (iii) a discount of approximately 2.11% to the average closing price per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.664 per Share;
- (iv) no discount or premium to the theoretical ex-rights price of approximately HK\$0.65 per Share based on the closing price of HK\$0.65 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (v) a discount of approximately 79.17% to the latest published audited consolidated net asset value per Share as at 31 December 2022 of approximately HK\$3.12 as disclosed in the annual results announcement of the Company for the year ended 31 December 2022; and
- (vi) a nominal theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 0.0708%, represented by a nominal discount of the theoretical diluted price of approximately HK\$0.6515 per Share to the benchmarked price of approximately HK\$0.652 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK\$0.65 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days preceding the Last Trading Day of approximately HK\$0.652 per Share) assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue.

The Subscription Price was determined by the Company with reference to the market price of the Shares under prevailing market conditions, the assets and financial positions of the Group and intended fund raising size for the exercise.

Upon taking into account the reasons for the Rights Issue as stated in the section headed “Reasons for the Rights Issue and the Use of Proceeds” below, the Directors believe that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Basis of provisional allotment**

The basis of provisional allotment of Rights Shares will be three (3) Rights Shares (in nil-paid form) for every ten (10) existing Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL (in accordance with the instructions printed thereon) and lodging the same with a remittance for the Rights Shares being applied for with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, on or before the Latest Time for Acceptance, which is expected to be 4:00 p.m. on Monday, 12 June 2023.

Qualifying Shareholders who take up their pro rata assured entitlement in full will not suffer any dilution to their interests in the Company apart from any nominal dilution resultant from the non-issuance of fractional entitlement of Rights Shares.

## **Status of the Rights Shares**

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid by the Company the record dates of which fall on or after the date of issue of the fully-paid Rights Shares.

## **The Qualifying Shareholders**

The Rights Issue is only available to the Qualifying Shareholders. Shareholders, who are not Non-Qualifying Shareholders, having a registered address in Hong Kong as shown on the register of members of the Company at the close of business on the Record Date will qualify for the Rights Issue.

Shareholders whose Shares are held by a nominee (or held through CCASS) should note that the Board will regard such nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee(s) (or held through CCASS) are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names on or prior to the Last Day for Transfer.

In order to be registered as a member of the Company by the Record Date, all transfer documents for Shares (together with the relevant share certificate(s)) must be lodged for registration with the Registrar by no later than 4:30 p.m. on the Last Day for Transfer. The last day for dealing in Shares on a cum-rights basis is Tuesday, 16 May 2023, and the Shares will be dealt with on an ex-rights basis starting from Wednesday, 17 May 2023.

Holder of Share Options who wish to participate in the Rights Issue should exercise their Share Options in accordance with the terms and conditions of the Share Option Scheme and be registered as holders of the Shares so allotted and issued to them pursuant to such exercise with the Company on or before the Last Day for Transfer.

## **The Non-Qualifying Shareholders**

The Company will not extend the Rights Issue to the Non-Qualifying Shareholders. Accordingly, no provisional allotment of Rights Shares will be made to the Non-Qualifying Shareholders and Non-Qualifying Shareholders will not be entitled to apply for Rights Shares.

Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders will be made available for excess application by the Qualifying Shareholders under the EAFs.

The Company will send the Prospectus Documents to the Qualifying Shareholders only and will, subject to the advice given in the legal opinions provided by the Company's legal advisers in the relevant overseas jurisdictions of Overseas Shareholders, if any, and to the extent reasonably practicable, send the Prospectus (excluding the PAL and EAF) to the Non-Qualifying Shareholders for information purposes only.

## **Rights of PRC Southbound Trading Investors**

According to the "Stock Connect Southbound Shareholding Search" available on the Stock Exchange's website, as at the date of this announcement, China Clear held 508,243,442 Shares, representing approximately 7.65% of the total number of the issued Shares.

It is currently expected that the PRC Southbound Trading Investors may participate in the Rights Issue through China Clear, subject to the nominee services from China Clear provided in accordance with the relevant laws and regulations and further information to be provided in the Prospectus.

The PRC Southbound Trading Investors should consult their intermediary (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear, and provide instructions to such intermediary.

Such instructions should be given in advance of the relevant dates set out in the Prospectus and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect.

## **Rights of the Overseas Shareholders**

Based on the register of members of the Company as of the date of this announcement, there were Shareholders with registered addresses situated in the United Kingdom and Macau.

If, at the close of business on the Record Date, a Shareholder's address on the Company's register of members is in a place outside Hong Kong, such Shareholder may not be eligible to take part in the Rights Issue. The Prospectus Documents will not be filed or registered under the applicable securities legislation of any jurisdiction other than Hong Kong.



The Board notes the requirements specified in the notes to Rule 13.36(2)(a) of the Listing Rules, and is in the process of making reasonable enquiries in the relevant jurisdictions regarding the legality and feasibility of extending the Rights Issue to Overseas Shareholders present on the Record Date. If, after such enquiries, the Board is of the opinion that it would be necessary or expedient, on account of the legal restrictions or prohibitions under the laws of the relevant jurisdictions or any requirements of the relevant regulatory body or stock exchange in such jurisdictions, not to offer the Rights Shares to the relevant Overseas Shareholders, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. Such Overseas Shareholders will be regarded as Non-Qualifying Shareholders and will not qualify for the Rights Issue. The basis of exclusion of Non-Qualifying Shareholders, if any, will be disclosed in the Prospectus to be issued.

**Overseas Shareholders and transferees of Shares who are residing outside Hong Kong should note that they may not be able to participate in the Rights Issue, subject to the results of enquiries made by the Company pursuant to the notes to Rule 13.36(2)(a) of the Listing Rules. The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities laws or other laws or regulations of any territory or jurisdiction. The Rights Issue does not constitute any offer or invitation to sell, issue or solicit for Shares in any jurisdiction in which such actions are unlawful or otherwise restricted. Accordingly, such Overseas Shareholders and transferees of Shares who are residing outside Hong Kong should inform themselves of and observe any such restrictions, if applicable, and exercise caution when dealing in the Shares.**

#### **No fractional entitlement to the Rights Shares**

The Company will only allot Rights Shares for integral multiples of every 10 Shares held by Qualifying Shareholder on the Record Date and will not provisionally allot fractional entitlements of Rights Shares in nil-paid form. All fractional entitlements of Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and made available for excess application by Qualifying Shareholders under the EAFs.

#### **Odd lot arrangement**

In order to facilitate the trading of odd lots of the Rights Shares arising from the Rights Issue, the Company has appointed Haitong International Securities Company Limited (a wholly-owned subsidiary of the Company) to match the purchase and sale of odd lots of the Shares at the relevant market price per Share from 9:00 a.m. on Monday, 26 June 2023 to 4:00 p.m. on Friday, 14 July 2023 (both dates inclusive) on a best effort basis. Further details in respect of the odd lot arrangement will be set out in the Prospectus.

#### **Application for Excess Rights Shares**

All Qualifying Shareholders are entitled to apply by way of excess application under the EAFs for additional Rights Shares in excess of their assured entitlements.

The pool of Excess Rights Shares will comprise:

- (i) any Rights Shares provisionally allotted but not accepted by any of the Qualifying Shareholders or not otherwise subscribed for by transferees of nil-paid Rights Shares prior to the Latest Time for Acceptance;
- (ii) any Rights Shares which would otherwise be provisionally allotted to the Non-Qualifying Shareholders; and
- (iii) any Rights Shares resulted from (i) the aggregation of fractional entitlements of Rights Shares not provisionally allotted to the Qualifying Shareholders (if any); and (ii) Rights Shares which would otherwise be allotted but for the scaling-down of EAFs (as described in the section headed “**Scaling-down of EAFs**” below).

Application for Excess Rights Shares can be made only by Qualifying Shareholders duly completing the EAFs (in accordance with the instructions printed thereon) and lodging the same with a separate remittance for the Excess Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance, which is expected to be 4:00 p.m. on Monday, 12 June 2023.

Qualifying Shareholders who wish to apply for Excess Rights Shares in addition to their provisional allotments must complete both the PAL and the EAF.

#### **Basis of allocation of Excess Rights Shares**

The Company will allocate the Excess Rights Shares at its discretion on a fair and equitable basis as far as practicable on the following principles (subject to the scaling-down of EAFs described in the section headed “**Scaling-down of EAFs**” below):

- (i) if there are insufficient Excess Rights Shares to satisfy all EAFs, Excess Rights Shares will be allocated on a pro rata basis by reference to the number of Excess Rights Shares applied for in the relevant EAFs;
- (ii) otherwise, Excess Rights Shares will be allocated in full in accordance with number of Excess Rights Shares applied for in the relevant EAFs.

For the avoidance of doubt, in applying the principles above, reference will only be made to the number of Excess Rights Shares being applied for in the relevant EAFs, and no reference will be made to the Rights Shares comprised in applications through PAL or the existing number of Shares held by the relevant Qualifying Shareholders; and no preference will be given to applications for topping up odd lots.

Shareholders whose Shares are held by a nominee (or held through CCASS) should note that the Board will regard such nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, the aforesaid arrangement for allocation of Excess Rights Shares by the Company may not be extended to the beneficial owners individually. Beneficial owners whose Shares are held by a nominee (or held through CCASS) are advised to consider whether they would like to arrange for the registration of their Shares in their own names on or prior to the Last Day for Transfer.

## **Scaling-down of EAFs**

To the extent any allocation of Excess Rights Shares applied for by a Qualifying Shareholder in accordance with the aforesaid principles will violate the public float requirement for the Company under Chapter 8 of the Listing Rules immediately upon completion of the Rights Issue, such allocation will be scaled-down accordingly to ensure compliance with the Listing Rules. Any subscription monies representing the portion of scaled-down EAFs will be refunded to the applicant, and the portion of scaled-down EAFs will be available for re-allocation to other EAFs that will not affect public float compliance in accordance with the principles for the allocation of Excess Rights Shares as detailed above.

As disclosed in the section headed “**Effects of the Rights Issue on shareholdings in the Company**”, it is currently expected that only in the scenario where most Rights Shares under the EAFs are subscribed for by HTIH would the public float in Shares fall below the requirement under the Listing Rules immediately upon completion of the Rights Issue.

For the avoidance of doubt, there will be no scaling-down of PAL allotments as the full subscription by any Qualifying Shareholder under PAL is not expected to result in the public float in Shares falling below the requirement under the Listing Rules immediately upon completion of the Rights Issue.

## **Share certificates and refund cheques for the Rights Issue**

Subject to fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered addresses, at their own risks, on or before Friday, 23 June 2023. Refund cheques in respect of wholly or partially unsuccessful applications for Excess Rights Shares, or for refunds if the Rights Issue does not proceed, are expected to be despatched on or before Friday, 23 June 2023 to the applicants without interest to their registered addresses by ordinary post at their own risks.

## **Stamp duty and taxation**

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, and any other applicable fees and charges in Hong Kong.

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, holding, subscription, disposing of or dealing in the nil-paid Rights Shares or the fully-paid Rights Shares.

## **Application for listing**

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. No securities of the Company in issue or the Rights Shares for which listing or permission to deal is to be sought is listed or dealt in on any other stock exchange. Rights Shares in both their nil-paid and fully-paid forms will be traded in board lots of 1,000 Shares.

## **Admission of Rights Shares into CCASS**

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms are expected to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders whose Shares are held through CCASS should seek advice from their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

## **CONDITIONS OF THE RIGHTS ISSUE**

The Rights Issue is conditional upon the fulfilment of each of the following conditions:

- (i) the execution and delivery of the Irrevocable Undertaking by HTIH to the Company;
- (ii) the delivery to the Stock Exchange and filing and registration with the Registrar of Companies in Hong Kong no later than the Prospectus Posting Date of the Prospectus Documents and other documents in compliance with the Companies (WUMP) Ordinance and otherwise complying with the requirements of the Listing Rules and the Companies (WUMP) Ordinance;
- (iii) the posting of the Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date; and
- (iv) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of and permission to deal in all the Rights Shares (in their nil-paid and fully-paid forms) on or before Monday, 29 May 2023.

**If all of the above conditions are not fulfilled by Monday, 29 May 2023, the Rights Issue will not proceed.**

## **CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY**

The register of members of the Company will be closed from Friday, 19 May 2023 to Thursday, 25 May 2023 (both days inclusive) for determining the entitlements to the Rights Issue during which period no transfer of Shares will be registered.

## INDICATIVE TIMETABLE FOR THE RIGHTS ISSUE

### Events

Hong Kong  
Date and Time  
2023

|  |   |
|--|---|
| Date of this announcement .....  | Tuesday, 28 March   |
| Last day of dealings in Shares on a cum-rights basis .....   | Tuesday, 16 May   |
| First day of dealings in Shares on an ex-rights basis.....   | Wednesday, 17 May   |
| Latest time for lodging transfers of Shares on the Last Day for<br>Transfer in order to qualify for the Rights Issue .....   | 4:30 p.m. on<br>Thursday, 18 May                            |
| Closure of register of members for determining entitlements<br>under the Rights Issue.....   | Friday, 19 May to Thursday,<br>25 May (both days inclusive) |
| Record Date for determining entitlements under the Rights Issue.....   | Thursday, 25 May  |
| Despatch of the Prospectus Documents (including the PAL,<br>EAF and Prospectus) (in case of the Non-Qualifying Shareholders,<br>the Prospectus only) on the Prospectus Posting Date..... | Monday, 29 May  |
| First day of dealings in nil-paid Rights Shares.....   | Wednesday, 31 May   |
| Latest time for splitting of nil-paid Rights Shares.....   | 4:30 p.m. on Friday, 2 June                                 |
| Last day of dealings in nil-paid Rights Shares .....   | Wednesday, 7 June   |
| Latest Time for Acceptance of and payment for<br>Rights Shares and application and payment for<br>Excess Rights Shares .....   | 4:00 p.m. on Monday, 12 June                                |
| Announcement of the results of the Rights Issue.....   | Wednesday, 21 June  |
| Despatch of Share certificates for the fully-paid Rights Shares<br>and/or refund cheques on or before.....   | Friday, 23 June   |
| First day of dealings in fully-paid Rights Shares.....   | Monday, 26 June   |
| Designated broker starts to stand in the market to<br>provide matching services for odd lots of Shares.....  | 9:00 a.m. on Monday, 26 June                                |
| Designated broker ceases to stand in the market to<br>provide matching services for odd lots of Shares.....  | 4:00 p.m. on Friday, 14 July                                |

All times in this announcement refer to Hong Kong local times. Dates specified in this announcement are indicative only and may be varied by the Company. If there is any change to the indicative timings, further disclosure will be made by the Company as and when appropriate.

**Effect of bad weather on the latest time for acceptance of and payment for Rights Shares and for application and payment for Excess Rights Shares**

The latest time for acceptance of and payment for Rights Shares and application and payment for Excess Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, a “black” rainstorm warning signal and/or extreme conditions caused by a super typhoon is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 12 June 2023. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 12 June 2023. Instead, the latest time for acceptance of and payment for the Rights Shares and for application and payment for Excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares and for application and payment for Excess Rights Shares does not take place on Monday, 12 June 2023, the dates mentioned in the timetable section above may be affected. The Company will notify the Shareholders by way of announcement of any change to the timetable as soon as practicable.

**IRREVOCABLE UNDERTAKING FROM HTIH**

As at the date of this announcement, HTIH, the controlling shareholder of the Company, held 4,510,666,113 Shares, representing approximately 67.92% of all issued Shares as at the date hereof. The Company is liaising with HTIH to provide the Irrevocable Undertaking, pursuant to which HTIH will irrevocably undertake with the Company that (i) it will subscribe for the 1,353,199,833 Rights Shares to be provisionally allotted to it (at the aggregate subscription price of approximately HK\$879,579,891); and (ii) it will not sell, dispose of or transfer, or agree to sell, dispose or transfer any of the Shares held by it from the date of the Irrevocable Undertaking to the date of completion of the Rights Issue or the date on which the Company announces that the Rights Issue will not proceed, whichever is earlier. The Company will make further disclosure as appropriate upon the receipt of the Irrevocable Undertaking by the Company.

## EFFECT OF THE RIGHTS ISSUE ON SHAREHOLDINGS IN THE COMPANY

For illustration purpose only, set out below are indicative shareholding structure scenarios of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders; (iii) immediately after completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders other than HTIH taking up its entitlement of Rights Shares; and (iv) immediately after completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders other than HTIH taking up its entitlement of Rights Shares and subscribing for additional Rights Shares under the EAFs to the fullest extent subject to scale-down:

- (a) assuming no outstanding Share Option being exercised on or before the Record Date and no change in the shareholding structure of the Company before completion of the Rights Issue:

|                      | As at the date of this announcement |               | Immediately after completion of the Rights Issue (assuming full acceptance by the Qualifying Shareholders) |               | Immediately after completion of the Rights Issue (assuming nil acceptance by the Qualifying Shareholders other than HTIH taking up its entitlement of Rights Shares) |               | Immediately after completion of the Rights Issue (assuming nil acceptance by the Qualifying Shareholders other than HTIH taking up its entitlement of Rights Shares and all Excess Rights Shares subject to scale-down) |                   |
|----------------------|-------------------------------------|---------------|--|---------------|--|---------------|---|-------------------|
|                      | Number of Shares                    | Approximate % | Number of Shares   | Approximate % | Number of Shares   | Approximate % | Number of Shares  | Approximate %     |
| HTIH:                | 4,510,666,113                       | 67.92         | 5,863,865,946  | 67.92         | 5,863,865,946  | 73.35         | 6,299,158,159<br>(Note 2)   | 74.72<br>(Note 2) |
| Directors:           | 23,383,571<br>(Note 1)              | 0.35          | 30,398,642   | 0.35          | 23,383,571   | 0.29          | 23,383,571  | 0.28              |
| Public Shareholders: | <u>2,107,513,910</u>                | <u>31.73</u>  | <u>2,739,768,083</u>   | <u>31.73</u>  | <u>2,107,513,910</u>   | <u>26.36</u>  | <u>2,107,513,910</u>  | <u>25</u>         |
| <b>Total</b>         | <b>6,641,563,594</b>                | <b>100</b>    | <b>8,634,032,671</b>   | <b>100</b>    | <b>7,994,763,427</b>   | <b>100</b>    | <b>8,430,055,640</b><br>(Note 2)  | <b>100</b>        |

Notes:

- The Shares comprise 23,383,571 Shares held by Directors..
- For illustration, in the scenario assuming nil acceptance by the Qualifying Shareholders other than HTIH taking up its entitlement of Rights Shares and subscribing for additional Rights Shares under the EAFs to the fullest extent, HTIH's holdings will amount to 6,503,135,190 Shares, representing approximately 75.32% of the then enlarged issued share capital of the Company, which will be scaled-down to the level as indicated in the table above in accordance with the mechanism as described in the section headed "Scaling-down of EAFs" above.
- Certain figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals or sub-totals may not represent precise arithmetic aggregations.

- (b) assuming all outstanding Share Options being exercised on or before the Record Date and no other change in the shareholding structure of the Company before completion of the Rights Issue:

|  | As at the date of this announcement |               | Assuming full exercise of the Share Options on or before the Record Date |               | Immediately after completion of the Rights Issue (assuming full acceptance by the Qualifying Shareholders) and assuming full exercise of the Share Options on or before the Record Date |               | Immediately after completion of the Rights Issue (assuming nil acceptance by the Qualifying Shareholders other than HTIH taking up its entitlement of Rights Shares) and assuming full exercise of the Share Options on or before the Record Date |               | Immediately after completion of the Rights Issue (assuming nil acceptance by the Qualifying Shareholders other than HTIH taking up its entitlement of Rights Shares and all Excess Rights Shares subject to scale-down) and assuming full exercise of the Share Options on or before the Record Date |               |
|--|-------------------------------------|---------------|--|---------------|---|---------------|---|---------------|--|---------------|
|  | Number of Shares                    | Approximate % | Number of Shares   | Approximate % | Number of Shares  | Approximate % | Number of Shares  | Approximate % | Number of Shares   | Approximate % |
|  |                                     |               |  |               |   |               |   |               |  |               |
| HTIH:  | 4,510,666,113                       | 67.92         | 4,510,666,113  | 67.47         | 5,863,865,946   | 67.47         | 5,863,865,946   | 72.95         | 6,345,755,338  | 74.48         |
|  |                                     |               |  |               |   |               |   |               | (Note 2)   | (Note 2)      |
| Directors:                                     | 23,383,571                          | 0.35          | 44,648,027   | 0.67          | 58,042,435  | 0.67          | 44,648,027  | 0.55          | 44,648,027   | 0.52          |
|  | (Note 1)                            |               | (Note 1)   |               |   |               |   |               |  |               |
| Public Shareholders:                           | 2,107,513,910                       | 31.73         | 2,107,513,910  | 31.52         | 2,739,768,083   | 31.52         | 2,107,513,910   | 26.22         | 2,107,513,910  | 24.73         |
| Holders of Share Options other than Directors: | —                                   | —             | 22,620,545   | 0.34          | 29,406,708  | 0.34          | 22,620,545  | 0.28          | 22,620,545   | 0.27          |
| <b>Total</b>                                   | <b>6,641,563,594</b>                | <b>100</b>    | <b>6,685,448,595</b>   | <b>100</b>    | <b>8,691,083,172</b>  | <b>100</b>    | <b>8,038,648,428</b>  | <b>100</b>    | <b>8,520,537,820</b>   | <b>100</b>    |
|  |                                     |               |  |               |   |               |   |               | (Note 2)   |               |

*Notes:*

- The Shares comprise 23,383,571 Shares and 21,264,456 Share Options held by Directors in aggregate.*
- For illustration, in the scenario assuming nil acceptance by the Qualifying Shareholders other than HTIH taking up its entitlement of Rights Shares and subscribing for additional Rights Shares under the EAFs to the fullest extent, HTIH's holdings will amount to 6,516,300,690 Shares, representing approximately 74.98% of the then enlarged issued share capital of the Company, which will be scaled-down to the level as indicated in the table above in accordance with the mechanism as described in the section headed "Scaling-down of EAFs" above.*
- Certain figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals or sub-totals may not represent precise arithmetic aggregations.*

## INFORMATION ON THE GROUP

The principal businesses of the Group comprises wealth management, corporate finance, asset management, global markets and investment.



## **REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS**

In view of the prevailing market conditions, the Board has weighted the costs, benefits and timings of different types of fund-raising and their impact on the interests of Shareholders and the Group and consider the Rights Issue to be currently a prudent and cost-effective and, therefore, preferred means for the Group to enhance its financial position and strengthen its capital base without increasing its gearing or finance costs. At the same time, the Rights Issue will allow Qualifying Shareholders the opportunity to support the Group and participate in its future development while maintaining their proportional shareholdings in the Company, in addition to the flexibility to sell off some or all of their rights entitlements in the open market (subject to the market demand) and realise the cash value therefrom should they so choose. The Company considers that the Subscription Price being set close to the prevailing market price for the Shares will help minimize potential dilution to the Shareholders' interests by reducing the number of Rights Shares needed to be issued to achieve the same amount of capital raised at a lower Subscription Price.

Assuming all the Rights Shares are taken up, the net proceeds from the Rights Issue after deducting the incidental expenses are estimated to be (i) approximately HK\$1,290,104,900 (assuming no change in the number of Shares in issue on or before the Record Date); or (ii) approximately HK\$1,298,662,475 (assuming no change in the number of Shares in issue on or before the Record Date other than the new Shares to be allotted and issued pursuant to the full exercise of the outstanding Share Options).

While, as disclosed in the annual results announcement of the Company for the year ended 31 December 2022, the consolidated net current assets of the Group were approximately HK\$14.7 billion, representing a decrease of approximately 50.2% from the position in 2021, the Group's businesses and operations remain resilient and cash flows remain healthy. The net proceeds from the Rights Issue are expected to be used to enhance the Group's capital base and financial position by improving its net current assets and cash on hand without increasing its current liabilities and strengthening its balance sheet. The cash infusion from the Rights Issue to the capital base will benefit the Group in securing more favourable terms from lenders in any future financing endeavours. As such, the Board believes that such enhanced capital base and financial position will further strengthen the Group's balance sheet and resilience in a volatile market for its operations and development. Such intended use of proceeds is not expected to change regardless of the subscription level of the Rights Issue.

The Directors believe that the Rights Issue is in the interests of the Group and the Shareholders as a whole for the reasons stated above.

## **POSSIBLE ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS UNDER THE SHARE OPTION SCHEME**

As at the date of this announcement, there were outstanding Share Options entitling the holders thereof to subscribe for a total of 43,885,001 Shares. Pursuant to the terms of the Share Option Scheme, completion of the Rights Issue may lead to adjustments, among others, in the exercise price and/or the number of Shares to be issued upon the exercise of outstanding Share Options issued under the Share Option Scheme. The Company will notify the holders of such Share Options and the Shareholders (as and when appropriate) regarding the appropriate adjustments to be made (if any) and the timing in due course.

## **PREVIOUS FUND-RAISING EXERCISE BY THE COMPANY**

During the 12 months immediately preceding the date of this announcement, the Company has not conducted any equity fund-raising activity.

## **LISTING RULES IMPLICATIONS**

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement, and the Rights Issue will not on its own increase either the total number of issued Shares or the market capitalisation of the Company by more than 50%, the Rights Issue is **not** subject to the approval of the Shareholders pursuant to Rule 7.19A of the Listing Rules.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

The Prospectus Documents containing further details of the Rights Issue are expected to be despatched to the Qualifying Shareholders on or around Monday, 29 May 2023.

## **RISKS OF DEALING IN SHARES AND RIGHTS SHARES**

**The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed.**

**Any Shareholder or other person dealing in Shares and/or Rights Shares up to the date on which all the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not proceed.**

**Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms will have the meanings respectively ascribed below:

|                              |   |
|------------------------------|---|
| “Board”                      | the board of Directors  |
| “Business Day”               | a day on which banks in Hong Kong are generally open for business (other than a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which “extreme conditions” caused by a super typhoon or a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) |
| “CCASS”                      | the Central Clearing and Settlement System operated by HKSCC  |
| “China Clear”                | China Securities Depository and Clearing Corporation Limited  |
| “Companies (WUMP) Ordinance” | the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time   |
| “Company”                    | Haitong International Securities Group Limited (stock code: 665), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange  |
| “controlled corporation(s)”  | has the same meaning as ascribed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Director(s)”                | the director(s) of the Company  |
| “EAF(s)”                     | the excess application form(s) to be issued to the Qualifying Shareholders to apply for Excess Rights Shares  |
| “Excess Rights Shares”       | any Rights Shares provisionally allotted but not subscribed for prior to the Latest Time for Acceptance, any entitlements not provisionally allotted to any Non-Qualifying Shareholders, and any Rights Shares created from the aggregation of fractional entitlement of Right Shares   |
| “Group”                      | the Company and its subsidiaries  |

|                              |  |
|------------------------------|--|
| “HK\$”                       | Hong Kong dollars, the lawful currency of Hong Kong  |
| “HKSCC”                      | Hong Kong Securities Clearing Company Limited  |
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the PRC   |
| “HSCL”                       | Haitong Securities Co., Ltd., a joint stock limited company incorporated in the PRC with limited liability whose overseas listed foreign invested shares are listed on the Main Board of the Stock Exchange (stock code: 6837) and its domestic listed shares are listed on the Shanghai Stock Exchange (stock code: 600837) and the holding company of HTIH |
| “HTIH”                       | Haitong International Holdings Limited, a company incorporated in Hong Kong with limited liability which is a wholly-owned subsidiary of HSCL and the controlling shareholder of the Company, holding approximately 67.92% of the issued share capital of the Company as at the date of this announcement  |
| “Irrevocable Undertaking”    | the irrevocable undertaking currently being liaised for by the Company to be executed by HTIH, the controlling shareholder of the Company, pursuant to which HTIH will irrevocably undertake to the Company that its assured entitlements to Rights Shares will be taken up in full  |
| “Last Day for Transfer”      | Thursday, 18 May 2023, or such other date as the Company may determine, being the last date for lodging transfer of Shares prior to the closure of the register of members of the Company  |
| “Last Trading Day”           | Tuesday, 28 March 2023, being the date of this announcement and the last full trading day of the Shares on the Stock Exchange immediately preceding the publication of this announcement   |
| “Latest Time for Acceptance” | 4:00 p.m. on Monday, 12 June 2023, or such other time and date as the Company may determine, being the latest time and date for acceptance of and payment for the Rights Shares and application for and payment for Excess Rights Shares   |
| “Listing Rules”              | the Rules Governing the Listing of Securities on the Stock Exchange  |
| “Macau”                      | the Macau Special Administrative Region of the PRC   |

|                                      |  |
|--------------------------------------|--|
| “Non-Qualifying Shareholder(s)”      | the Overseas Shareholder(s) in respect of whom the Board, after making reasonable enquiries with the legal advisers in the relevant jurisdictions, considers it necessary or expedient not to offer the Rights Shares to such Overseas Shareholder(s) on account either of legal restrictions or prohibitions under the laws of the relevant jurisdictions or the requirements of the relevant regulatory body or stock exchange in such jurisdictions |
| “Overseas Shareholder(s)”            | the Shareholder(s) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are outside Hong Kong   |
| “PAL(s)”                             | the provisional allotment letter(s) for the Rights Shares to be issued to the Qualifying Shareholders in respect of their entitlements under the Rights Issue  |
| “PRC”                                | the People’s Republic of China   |
| “PRC Southbound Trading Investor(s)” | the PRC investor(s) who hold Shares through China Clear as Investor(s)” nominee under the Shenzhen-Hong Kong Stock Connect and the Shanghai-Hong Kong Stock Connect  |
| “Prospectus”                         | the prospectus to be issued by the Company in connection with the Rights Issue   |
| “Prospectus Documents”               | the Prospectus, the PAL and the EAF to be issued by the Company  |
| “Prospectus Posting Date”            | Monday, 29 May 2023, or such other date as the Company may determine, for the despatch of the Prospectus Documents   |
| “Qualifying Shareholder(s)”          | Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)   |
| “Record Date”                        | Thursday, 25 May 2023, or such other date as the Company may determine, being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined  |
| “Registrar”                          | Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, being the Company’s branch share registrar and transfer office in Hong Kong   |

|                       |  |
|-----------------------|--|
| “Rights Issue”        | the proposed issue by way of rights of the Rights Shares to the Qualifying Shareholders on the basis of three (3) Rights Shares for every ten (10) existing Shares held on the Record Date at the Subscription Price |
| “Rights Share(s)”     | the new Shares to be allotted and issued pursuant to the Rights Issue  |
| “SFC”                 | the Securities and Futures Commission of Hong Kong   |
| “Share Option(s)”     | the total of 43,885,001 outstanding share options to subscribe for 43,885,001 Shares granted under the Share Option Scheme   |
| “Share Option Scheme” | the share option scheme adopted by the Shareholders on 8 June 2015   |
| “Share(s)”            | ordinary share(s) in the share capital of the Company with a nominal par value of HK\$0.10   |
| “Shareholder(s)”      | holder(s) of the Share(s)  |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited  |
| “Subscription Price”  | the subscription price of HK\$0.65 per Rights Share under the Rights Issue   |
| “%”                   | per cent.  |

By order of the Board  
**Haitong International Securities Group Limited**  
**CHOU Chuk Nam**  
*Company Secretary*

Hong Kong, 28 March 2023

*As at the date of this announcement, the Board comprises Mr. LI Jun (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\*, Mr. ZHANG Xinjun\*, Mr. WAN Kam To\*\*, Mr. LIU Swee Long Michael\*\*, Mr. ZHANG Huaqiao\*\* and Ms. LEE Man Yuen Margaret\*\*.*

\* *Non-executive directors*

\*\* *Independent Non-executive directors*