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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)

PROPOSED AMENDMENTS TO THE BYE-LAWS

This announcement is made by Haitong International Securities Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments (the “**Proposed Amendments**”) to the existing bye-laws (the “**Bye-laws**”) of the Company and to adopt a set of new bye-laws (the “**New Bye-laws**”) of the Company in order to bring the Bye-laws in line with the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022.

A summary brought about by the Proposed Amendments are set out below:

1. to add a new definition of “extraordinary resolution” so that a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such shareholders of the Company (the “**Shareholders**”) as, being entitled so to do, vote in person or, in the case of such Shareholders as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the New Bye-laws;
2. to remove the provision which provides that variation of class rights could be approved by consent in writing of the holders of not less than three-fourths of the aggregate nominal value of the issued shares of that class;
3. to provide that the Company shall hold an annual general meeting for each financial year and such annual general meeting shall be held within six (6) months after the end of the Company’s financial year;
4. to provide that any requisition made by Shareholders holding not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company, may specify the resolution to be transacted at such meeting in such requisition;
5. to amend the notice period of general meetings such that an annual general meeting shall be called by notice of not less than twenty-one (21) days and that all other general meetings (including a special general meeting) must be called by notice of not less the fourteen (14) days;

6. to provide expressly that all Shareholders shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the requirements of the designated stock exchange, to abstain from voting to approve the matter under consideration;
7. to clarify that the appointment and remuneration of auditor of the Company shall be by ordinary resolution; and
8. to clarify that the removal of auditor of the Company before the expiration of his term of office shall be by way of extraordinary resolution.

The Proposed Amendments and the adoption of the New Bye-laws, which are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting (“AGM”) of the Company will become effective upon the above approval has been obtained.

A circular of the AGM containing, among other matters, details of the Proposed Amendments and the adoption of the New Bye-laws, together with a notice of the AGM will be despatched to the Shareholders in due course.

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*