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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HAITONG INTERNATIONAL SECURITIES GROUP LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR

- (1) RE-ELECTION OF DIRECTORS;**
- (2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (3) AUTHORISATION TO THE BOARD OF DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE;**
- (4) AMENDMENTS TO THE BYE-LAWS;**

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**Annual General Meeting**”) of Haitong International Securities Group Limited (the “**Company**”) to be held at 15th Floor, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 2 June 2023 at 11:00 a.m. is set out on pages 22 to 28 of this circular.

A proxy form for use at the Annual General Meeting and any adjournment thereof is enclosed with this circular. Such proxy form can also be downloaded from the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.htisec.com). Whether or not you are able to attend the Annual General Meeting or any adjourned meeting, you are requested to read this notice and complete the proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

28 April 2023

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DEFINITIONS

In this circular (not including the accompanying AGM Notice), the following expressions have the following meanings unless the context requires otherwise:

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 22 to 28 of this circular;
“Annual General Meeting”	the annual general meeting of the Company to be held at 15th Floor, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 2 June 2023 at 11:00 a.m.;
“Board” or “Board of Directors”	the board of Directors;
“Bye-laws”	the existing new bye-laws of the Company adopted on 17 July 1996 and amended on 22 October 2021;
“Borrowing Mandate”	a proposed general and unconditional mandate to the Board of Directors to exercise the power of the Company to enter into any transactions on behalf of the Company to raise or borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company during the period as set out in Ordinary Resolution no. 8 in AGM Notice in each case in any single transaction with a value equal to or exceeding 10% but not exceeding 80% of the consolidated net asset value of the Company as shown in the latest published financial statements of the Company as the Directors may determine and deem fit;
“Companies Act”	the Companies Act 1981 of Bermuda (as amended);
“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;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HKEx”	Hong Kong Exchanges and Clearing Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“HSCL”	Haitong Securities Co., Ltd., a joint stock 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 the domestic 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;
“Issue Mandate”	a proposed general and unconditional mandate to the Board of Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in Ordinary Resolution no. 5 in the AGM Notice up to 20% of the issued share capital of the Company as at the date of passing such Ordinary Resolution;
“Latest Practicable Date”	24 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Macau”	Macau Special Administrative Region of the PRC;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“PRC”	the People’s Republic of China excluding Hong Kong, Macau and Taiwan for the purpose of this circular;
“Proposed Amendments”	the proposed amendments to the Bye-laws as set out in Appendix III to this circular;

DEFINITIONS

“Repurchase Mandate”	a proposed general and unconditional mandate to the Board of Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution no. 6 in the AGM Notice up to 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the share(s) of nominal or par value of HK\$0.10 each in the share capital of the Company;
“Share Option(s)”	the option(s) which are validly vested and exercisable by the holders entitling them to subscribe for a total of 43,885,001 Shares as at the Latest Practicable Date;
“Share Repurchase Rules”	the relevant rules set out in Chapter 10 of the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission; and
“%”	per cent.



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)

Board of Directors:

Executive Directors

Mr. LIN Yong *JP (Deputy Chairman and
Chief Executive Officer)*
Mr. LI Jianguo *(Deputy Chairman)*
Mr. POON Mo Yiu
Mr. SUN Jianfeng
Mr. SUN Tong

Non-executive Directors

Mr. LI Jun *(Chairman)*
Mr. CHENG Chi Ming Brian
Mr. ZHANG Xinjun

Independent Non-executive Directors

Mr. WAN Kam To *MH*
Mr. LIU Swee Long Michael
Mr. ZHANG Huaqiao
Ms. LEE Man Yuen Margaret

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

**Principal Place of Business
in Hong Kong:**

22nd Floor
Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

28 April 2023

Dear Shareholders

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(3) AUTHORISATION TO THE BOARD OF DIRECTORS ON BORROWING
AND PROVISION OF GUARANTEE;
(4) AMENDMENTS TO THE BYE-LAWS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval of the resolutions regarding the proposed re-election of Directors, the Issue Mandate, the Repurchase Mandate, the Borrowing Mandate and the amendments to the Bye-laws, and to provide you with the AGM Notice.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, 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.

Pursuant to bye-laws 87(1) and (2) of the Bye-laws, Mr. LIN Yong, Mr. LI Jianguo, Mr. POON Mo Yiu and Mr. SUN Tong shall retire from office by rotation at the Annual General Meeting. Except Mr. LI Jianguo and Mr. POON Mo Yiu who have decided not to offer themselves for re-election and will retire as executive Directors upon conclusion of the Annual General Meeting, the aforesaid Directors (namely Mr. LIN Yong and Mr. SUN Tong), being eligible, offer themselves for re-election.

Mr. LI Jianguo and Mr. POON Mo Yiu have confirmed that there is no disagreement between them and the Board and there is no other matter that needs to be brought to the attention of the Shareholders.

Particulars of the Directors who offer themselves for re-election at the Annual General Meeting are set out in Appendix II to this circular.

When evaluating Directors for re-election, the Nomination Committee of the Company has considered the biographical details and other related particulars of the abovementioned retiring Directors, with reference to the board diversity policy of the Company, their character and integrity, professional qualifications, skills and knowledge and their contributions to the Board and the Group during their tenure. The abovementioned retiring Directors have extensive experience and knowledge in their respective professional relevant to the Company's business and corporate strategy, who can contribute valuable advice on the business and development of the Group and can also conform with the Company's board diversity policy.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 2 June 2022, a general mandate was granted to the Board of Directors to exercise the power of the Company to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give flexibility for the Company to issue any Shares in the event that it becomes desirable, the Board proposes to put forward for your consideration and, if thought fit, approval of Ordinary Resolution no. 5 in relation to the Issue Mandate to be proposed at the Annual General Meeting for (i) granting to the Board of Directors a general mandate to allot, issue and deal with Shares with a total nominal amount not exceeding 20% of the issued share capital of the Company as at the date of passing such Ordinary Resolution; and (ii) adding to such general mandate so granted to the Board of Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution.

LETTER FROM THE BOARD

4. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 2 June 2022, a general mandate was also granted to the Board of Directors to exercise the power of the Company to repurchase Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. The Board proposes to put forward for your consideration and, if thought fit, approval of Ordinary Resolution no. 6 in relation to the Repurchase Mandate to be proposed at the Annual General Meeting. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in the Appendix I to this circular.

5. AUTHORISATION TO THE BOARD OF DIRECTORS ON BORROWING AND PROVISION OF GUARANTEE

At the annual general meeting of the Company held on 2 June 2022, authorisation was granted to the Board of Directors to exercise the power of the Company to enter into any transactions on behalf of the Company to raise or borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company in each case in any single transaction with a value equal to or exceeding 10% but not exceeding 40% of the net asset value of the Group as shown in the latest published financial statements of the Company. Subsequently at the special general meeting of the Company held on 24 February 2023, the mandate limit was raised to cover any single transaction with a value equal to or exceeding 10% but not exceeding 70% of the consolidated net asset value of the Company as shown in the latest published financial statements of the Company in order to provide sufficient borrowing mandate capacity in view of the prevailing net asset position of the Group. Such Borrowing Mandate will lapse at the conclusion of the Annual General Meeting. The Board proposes to put forward for your consideration and, if thought fit, approval of Ordinary Resolution no. 8 in relation to the Borrowing Mandate to be proposed at the Annual General Meeting.

6. AMENDMENTS TO THE BYE-LAWS

Reference is made to the announcement of the Company dated 28 March 2023, pursuant to which the Board proposed to seek the approval from the Shareholders at the Annual General Meeting for the Proposed Amendments 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.

LETTER FROM THE BOARD

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 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 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.

Details of the Proposed Amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

7. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 22 to 28 of this circular. At the Annual General Meeting, Ordinary Resolutions, amongst others, will be proposed to:

- re-elect each of Mr. LIN Yong and Mr. SUN Tong as Directors;
- grant to the Board of Directors a general mandate to exercise all the powers of the Company to allot, issue and deal with Shares with a total nominal amount not exceeding 20% of the issued share capital of the Company as at the date of passing such Ordinary Resolution;
- grant to the Board of Directors a general mandate to exercise all the powers of the Company to repurchase on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose Shares with a total nominal amount up to a maximum of 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution;
- extend the Issue Mandate for the Board of Directors to allot, issue and deal with Shares by adding to it the number of Shares repurchased under the Repurchase Mandate subject to the granting of such general mandates;
- grant to the Board of Directors the Borrowing Mandate to raise or borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company, in each case in any single transaction with a value equal to or exceeding 10% but not exceeding 80% of the consolidated net asset value of the Company as shown in the latest published financial statements of the Company; and
- amendments to the Bye-laws.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. In accordance with bye-law 66 of the Bye-laws, the chairman of the Annual General Meeting will therefore demand a poll on each of the resolutions to be proposed at the Annual General Meeting.

Teeroy Limited is expected to abstain from voting at the Annual General Meeting in accordance with the requirements of the Listing Rules on matters that require shareholders' approval under the Listing Rules in respect of the Shares held by it from time to time in the capacity as trustee of the share award scheme adopted by the Company on 19 December 2014.

LETTER FROM THE BOARD

An announcement will be published by the Company on the websites of the HKEx (www.hkexnews.hk) and the Company (www.htisec.com) after the conclusion of the Annual General Meeting to inform the Shareholders of the voting results of the Annual General Meeting.

9. ACTION TO BE TAKEN

A proxy form for use by the Shareholders at the Annual General Meeting and at any adjournment thereof is enclosed with this circular and such proxy form can also be downloaded from the websites of HKEx (www.hkexnews.hk) and the Company (www.htisec.com).

Whether or not you are able to attend the Annual General Meeting or any adjourned meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11. RECOMMENDATION

The Directors are of the opinion that the proposals for the re-election of Directors, general mandates to issue and repurchase Shares, authorisation to the Board of Directors on borrowing and provision of guarantee and amendments to the Bye-laws, are in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions.

LETTER FROM THE BOARD

12. FURTHER INFORMATION

Your attention is also drawn to the information set out in the appendices to this circular.

Yours faithfully
By order of the Board
LIN Yong
Deputy Chairman and Chief Executive Officer

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,641,563,594 Shares.

Subject to the passing of the Ordinary Resolution in relation to the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 664,156,359 fully paid-up Shares representing not more than 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate would give the Company additional flexibility where situation warrants for repurchasing the Shares and is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement in the net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company will only apply its available cash flow or working capital which is legally available for such purpose in accordance with its Bye-laws and the Companies Act. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be derived from capital paid up on the relevant Shares to be repurchased, or funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on repurchases may only be derived from funds of the Company that would otherwise be available for dividend or distribution or the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2022 of the Company in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest HK\$	Lowest HK\$
2022		
April	1.43	1.13
May	1.25	1.11
June	1.18	1.045
July	1.12	0.91
August	0.95	0.85
September	0.89	0.62
October	0.72	0.57
November	0.85	0.57
December	0.91	0.76
2023		
January	0.97	0.86
February	0.97	0.76
March	0.84	0.60
April (up to and including the Latest Practicable Date)	0.70	0.65

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws and regulations of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

At the Latest Practicable Date, HSCL is deemed to be interested in 4,510,666,113 Shares, representing approximately 67.92% of the issued share capital of the Company. In the event the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, (if the present shareholding structure of the Company remains the same) the aforesaid interest of HSCL would be increased to approximately 75.46% of the issued share capital of the Company. As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336(1) of the SFO, only HSCL is holder of over 10% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

The Directors do not propose to repurchase shares which would result in the aggregate amount of the share capital of the Company in public hands reducing to below 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

This appendix provides you with biographical details of the Directors who will retire from office and offer themselves for re-election at the Annual General Meeting, for consideration of the proposal in relation to the re-election of retiring Directors:

LIN YONG JP

- (a) Mr. LIN, aged 53, was appointed as an Executive Director of the Company on 23 December 2009. He has been a Deputy Chairman of the Board of Directors of the Company as well as the Chief Executive Officer of the Group since 29 April 2011. He is also the Chairman of the Executive Committee as well as a member of the Strategic Development Committee of the Company. In addition, Mr. LIN is a board member of Haitong Bank, S.A. (“**Haitong Bank**”) and Haitong Banco de Investimento do Brasil S.A., wholly-owned subsidiaries of HTIH. He also acts as the chairman of Haitong Bank since 30 October 2017. Save as disclosed herein, Mr. LIN has not held any other positions with the Company and other members of the Group.
- (b) Mr. LIN holds a Doctorate Degree in Economics from Xi’an Jiaotong University and has over 20 years of experience in the investment banking industry. Mr. LIN joined HSCL in 1996 and was a general manager of the Investment Banking Department of HSCL from 2001 to 2007. He has been appointed as a director and general manager of HTIH since 2007. He is responsible for the overall operation of HTIH and the business development of the Group. In 2006, Mr. LIN was named “2006 Top Ten Outstanding Young Person in Financial Sector in Shanghai” (2006年上海首屆十大金融傑出青年) and was honoured as the “2014 Shanghai Financial Industry Leader” (2014滬上金融行業領袖) in 2014. He acts as the chairman of Chinese Securities Association of Hong Kong from February 2019 to March 2023, and was appointed as the permanent honorary president of Chinese Securities Association of Hong Kong with effect from 24 March 2023. He was appointed as a member of the Mainland Opportunities Committee of the Hong Kong Financial Services Development Council since 1 April 2019. He was appointed as a non-executive director of Financial Reporting Council (now known as Accounting and Financial Reporting Council) from 1 October 2019 to 30 September 2021. He has also been appointed as a member of the board of directors of Financial Services Development Council since 2 January 2020, a director of the Hong Kong Chinese Enterprises Association since 16 September 2020, a committee member of The Chinese General Chamber of Commerce since November 2020, a founding member of the Hong Kong Exchanges and Clearing Limited’s Mainland Markets Panel since August 2021, a member of the Hong Kong Trade Development Council for a term commencing from January 2022 to December 2023 and the deputy chairman of Belt & Road General Chamber of Commerce since July 2022. Mr. LIN was also appointed as a member of the Board of Governors of Hong Kong Chu Hai College of Higher Education with effect from 6 June 2022. Mr. LIN was appointed as a Justice of the Peace (JP) by the Government of the HKSAR in October 2020. On 17 January 2023, Mr. LIN has been elected as a member of the 14th National Committee of the Chinese People’s Political Consultative Conference (CPPCC). Save as disclosed herein, Mr. LIN did not hold any other directorships in listed public companies in the last 3 years.

- (c) Mr. LIN had entered into a new service agreement with the Company on 17 December 2021 for a term of 3 years commencing from 23 December 2021 to 22 December 2024 (both days inclusive), subject to the retirement and re-election provisions in the Bye-laws, unless and until terminated by either party giving to the other not less than 3 months' prior notice in writing to determine the same. Pursuant to such new service agreement, the monthly salary of Mr. LIN is HK\$360,000, and he is also entitled to receive an annual management bonus to be determined by taking into account of operating results of the Group and performance of Mr. LIN. The remuneration of Mr. LIN was determined with reference to the remuneration benchmark in the industry and the prevailing market conditions.
- (d) Save as disclosed above, Mr. LIN has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.
- (e) As at the Latest Practicable Date, Mr. LIN held an interest in: (i) 10,471,986 Shares (including unvested awarded shares granted by the Company pursuant to the share award scheme); and (ii) 5,356,809 Share Options of the Company, in the securities of the Company. Save as disclosed herein, Mr. LIN had no other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no more information relating to the proposed re-election of Mr. LIN as a Director that should be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the Shareholders.

SUN TONG

- (a) Mr. SUN, aged 46, joined the Group in May 2010 and was appointed as an Executive Director of the Company with effect from 27 March 2018. He is responsible for development and management of asset management business. He is also a member of Executive Committee of the Company and a director of certain subsidiaries of the Company, and serves as a responsible officer of Haitong International Investment Managers Limited and Haitong International Asset Management (HK) Limited under the SFO. Save as disclosed herein, Mr. SUN has not held any other positions with the Company and other members of the Group.
- (b) Mr. SUN graduated with a Bachelor Degree in Computer Science from Nanjing Normal University and obtained a MBA Degree from the Chinese University of Hong Kong. Mr. SUN joined HSCL in 2000 and he is now a deputy general manager of HTIH. Mr. SUN was appointed as a director of Chinese Asset Management Association of Hong Kong on 20 March 2020. Save as disclosed herein, Mr. SUN did not hold any other directorships in listed public companies in the last 3 years.
- (c) Mr. SUN had entered into a new service agreement with the Company on 25 March 2021 for a term commencing from 27 March 2021 to 31 December 2023 (both days inclusive), subject to the retirement and re-election provisions in the Bye-laws, unless and until terminated by either party giving to the other not less than 3 months' prior notice in writing to determine the same. Pursuant to such new service agreement, the monthly salary of Mr. SUN is HK\$206,500, and he is also entitled to receive an annual management bonus to be determined by taking into account of operating results of the Group and performance of Mr. SUN. The remuneration of Mr. SUN was determined with reference to the remuneration benchmark in the industry and the prevailing market conditions.
- (d) Save as disclosed above, Mr. SUN has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.
- (e) As at the Latest Practicable Date, Mr. SUN held an interest in (i) 2,915,655 Shares (including unvested awarded shares granted by the Company pursuant to the share award scheme); and (ii) 3,373,782 Share Options of the Company, in the securities of the Company. Save as disclosed herein, Mr. SUN had no other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no more information relating to the proposed re-election of Mr. SUN as a Director that should be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are also no other matters that need to be brought to the attention of the Shareholders.

Details of the Proposed Amendments are set out as follow:

Currently in force		Proposed to be amended as	
Bye-laws no.	Provision	Bye-laws no.	New Provision
		2	(Newly added) <u>(i) 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 Members as, being entitled so to do, vote in person or, in the case of such Members 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 pursuant to Bye-law 59;</u>
2.	(j) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;	2.	(jk) a special resolution <u>and an extraordinary resolution</u> shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;

Currently in force		Proposed to be amended as	
Bye-laws no.	Provision	Bye-laws no.	New Provision
10.	Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the aggregate nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:	10.	Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the aggregate nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
56.	An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the Listing Rules, if any) and (where applicable) place as may be determined by the Board.	56.	An annual general meeting of the Company shall be held in each <u>financial year</u> other than the year in which its statutory meeting is convened <u>and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any)</u> at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the Listing Rules, if any) and (where applicable) place as may be determined by the Board.

Currently in force		Proposed to be amended as	
Bye-laws no.	Provision	Bye-laws no.	New Provision
58.	The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene such meeting in accordance with the provisions of Section 74(3) of the Act.	58.	The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid-up <u>voting rights, on a one vote per share basis, in the share</u> capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to <u>either (i) require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; or (ii) add resolutions to agenda of the meeting so convened;</u> and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene such meeting in accordance with the provisions of Section 74(3) of the Act.
59.(1)	An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed:	59.(1)	An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days . All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed:

Currently in force		Proposed to be amended as	
Bye-laws no.	Provision	Bye-laws no.	New Provision
		61B.	(Newly added) <u>All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the requirements of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</u>
84.(2)	Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the rights to vote individually on a show of hands.	84.(2)	Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the rights to vote individually on a show of hands and the right to speak.

Currently in force		Proposed to be amended as	
Bye-laws no.	Provision	Bye-laws no.	New Provision
154.(1)	Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.	154.(1)	Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
154.(3)	The Members may, at any general meeting convened and held in accordance with these Bye-laws, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.	154.(3)	<u>Subject to the Act,</u> The Members may <u>shall</u> , at any general meeting convened and held in accordance with these Bye-laws, by special <u>an extraordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
156.	The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.	156.	The remuneration of the Auditor shall be fixed by the Company <u>Members</u> in general meeting <u>by ordinary resolution</u> or in such manner as the Members may determine.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Haitong International Securities Group Limited (the “**Company**”) will be held at 15th Floor, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 2 June 2023 at 11:00 a.m. for the following business:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the audited financial statements for the year ended 31 December 2022 and reports of the board of directors and auditor of the Company;
2. (a) To re-elect Mr. LIN Yong as an executive director of the Company;
(b) To re-elect Mr. SUN Tong as an executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of directors of the Company;
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the board of directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the board of directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the existing bye-laws of the Company from time to time; (iv) an issue of shares upon the exercise of the subscription rights under any option scheme for the grant or issue to employees and other participants of the Company and/or any of its subsidiaries and associated companies of shares or rights to acquire shares of the Company; or (v) similar arrangements of the foregoing, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the existing bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Company to the holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the board of directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which the board of directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the existing bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT** subject to the passing of the resolutions nos. 5 and 6 in the notice convening this meeting, the general mandate granted to the board of directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 5 in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

8. **“THAT:**

- (a) subject to any applicable laws, regulations and rules which require such matters to be separately approved by the shareholders of the Company, the board of directors of the Company be and are hereby granted a general authority for the purpose of the bye-law 61A(b) of the existing bye-laws of the Company to enter into any transactions during the Relevant Period (as defined hereunder) on behalf of the Company to raise or borrow any sum or sums of money for the purpose of the Company or its wholly-owned subsidiaries and to provide guarantees for the wholly-owned subsidiaries of the Company in each case in any single transaction with a value equal to or exceeding 10% but not exceeding 80% of the consolidated net asset value of the Company as shown in the latest published financial statements of the Company as the directors may determine and deem fit;

NOTICE OF ANNUAL GENERAL MEETING

(b) any action or step taken or to be taken by the directors for and on behalf of the Company (including without limitation, any drawdown under loan facilities granted or to be granted to the Company), whether within or following expiration of the Relevant Period, pursuant to or in connection with any transaction entered into by the Company or approved by the board of directors of the Company within the Relevant Period pursuant to the general authority granted by the shareholders of the Company in paragraph (a) above in this resolution is/are deemed to be duly authorised and approved by the shareholders of the Company for the purpose of bye-law 61A of the existing bye-laws of the Company; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the existing bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution of the Company:

9. **“THAT**

- (a) the proposed amendments to the existing bye-laws of the Company (the **“Proposed Amendments”**), details of which are set out in the section headed **“APPENDIX III – PROPOSED AMENDMENTS TO THE BYE-LAWS”** in the circular of the Company dated 28 April 2023, be and are hereby approved and confirmed; and

NOTICE OF ANNUAL GENERAL MEETING

(b) any director(s) of the Company be and is/are hereby authorised for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and to do all such things as they may in their absolute discretion consider necessary, desirable or expedient to implement and/or to give effect to or otherwise in connection with the Proposed Amendments.”

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

Hong Kong, 28 April 2023

Principal Place of Business in Hong Kong:

22nd Floor
Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

Notes:

1. Every shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A shareholder who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a shareholder of the Company.
2. In order to be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof.
3. The proxy form for use at the Annual General Meeting is enclosed in the circular. Completion and delivery of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if the shareholder of the Company so desires, and in such event, the proxy form will be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint registered holders are present at the Annual General Meeting personally or by proxy, then one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share, or his/her proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

5. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the Annual General Meeting, from Tuesday, 30 May 2023 to Friday, 2 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, unregistered holders of the shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 29 May 2023.

As at the date of this notice, the board of directors of the Company 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*