

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **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;

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
- (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
- (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;

(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
- (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.
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*