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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)

RESULTS OF THE 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 AND ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS

References is made to the prospectus (the “**Prospectus**”) of Haitong International Securities Group Limited (the “**Company**”) dated 29 May 2023 in relation to the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that the Rights Issue became unconditional on Monday, 29 May 2023, and as of 4:00 p.m. on Monday, 12 June 2023, being the Latest Time for Acceptance:

- (i) a total of 18 valid acceptances in respect of a total of 1,432,953,398 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 71.92% of the total number of 1,992,469,077 Rights Shares being offered under the Rights Issue; and
- (ii) a total of 20 valid applications for a total of 363,507,085 Excess Rights Shares have been received, representing approximately 18.24% of the total number of 1,992,469,077 Rights Shares being offered under the Rights Issue.

Based on the above, a total of 38 valid acceptances and applications in respect of 1,796,460,483 Rights Shares, representing approximately 90.16% of the total number of 1,992,469,077 Rights Shares being offered under the Rights Issue, have been received.

EXCESS RIGHTS SHARES

As the valid acceptances do not exceed the total number of Rights Shares offered, the Board considers that it is fair and equitable to accept all valid excess applications for a total of 363,507,085 Excess Rights Shares and to allot and issue such number of Excess Rights Shares to the relevant applicants in full. Such allocation of the Excess Rights Shares was made pursuant to the principles set out in the section headed “Letter from the Board — THE RIGHTS ISSUE — Basis of allocation of Excess Rights Shares” in the Prospectus.

RIGHTS ISSUE PROCEEDS

The gross proceeds from the Rights Issue amounted to approximately HK\$1,167,699,300 and the net proceeds from the Rights Issue, after deducting all related expenses for the Rights Issue, are expected to be approximately HK\$1.16 billion.

CHANGES IN SHAREHOLDING STRUCTURE

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue is shown below for reference purpose only:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
HTIH	4,510,666,113	67.92	6,193,865,946 <i>(Note 1)</i>	73.40
Directors	17,024,714 <i>(Note 2)</i>	0.26	17,024,714 <i>(Note 2)</i>	0.20
Other Shareholders	<u>2,113,872,767</u>	<u>31.83</u>	<u>2,227,133,417</u>	<u>26.39</u>
Total	<u>6,641,563,594</u>	<u>100.00</u>	<u>8,438,024,077</u>	<u>100.00</u>

Notes:

- (1) Pursuant to the Irrevocable Undertaking and based on the number of Shares held by HTIH as at the Record Date, HTIH has subscribed for the 1,353,199,833 Rights Shares provisionally allotted to it and applied for 330,000,000 Excess Rights Shares, which did not trigger the scaling-down mechanism as disclosed in the Prospectus.
- (2) The 17,024,714 Shares are owned (a) as to 10,151,986 Shares by Mr. LIN Yong; (b) as to 3,146,312 Shares by Mr. SUN Jianfeng; (c) as to 2,769,654 Shares by Mr. SUN Tong; and (d) as to 956,762 Shares by Mr. ZHANG Xinjun. Mr. LI Jianguo and Mr. POON Mo Yiu have retired as executive Directors at the conclusion of the annual general meeting held by the Company on 2 June 2023.
- (3) 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.

DESPATCH OF SHARE CERTIFICATES FOR FULLY-PAID RIGHTS SHARES AND REFUND CHEQUES

It is expected that share certificates for the fully-paid Rights Shares and refund cheques (if any) will be posted by ordinary post at the risk of the persons entitled thereto on or before Friday, 23 June 2023.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Monday, 26 June 2023.

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 HTISCL (a wholly-owned subsidiary of the Company) as a designated broker 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.

Holders of the Shares in odd lots represented by valid share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full board lot, may directly or through their brokers, contact Mr. Andrew YEUNG of HTISCL at 22/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong (telephone number: (852) 2213 8617) during office hours of such period. Holders of odd lots of Shares should note that successful matching of the sale and purchase of odd lots of Shares is on a best effort basis and not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS

Immediately before completion of the Rights Issue, there were 42,860,899 outstanding Share Options under the Share Option Scheme. Pursuant to the terms and conditions of the Share Option Scheme and the Listing Rules, the exercise price and/or the number of Shares entitled under the outstanding Share Options may be adjusted.

As a result of the Rights Issue, adjustments will be made to the exercise price and the number of Shares to be issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules, the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note immediately after the Rule attached to the Frequently Asked Question No. 072–2020 issued by the Stock Exchange as follows effective from the completion of the Rights Issue, being Friday, 23 June 2023 (the “**Share Option Adjustments**”):

Date of grant	Exercise period of Share Options	Immediately before completion of the Rights Issue	Exercise price (HK\$ per Share)	Immediately after completion of the Rights Issue	Adjusted exercise price (HK\$ per Share)
		Number of Shares to be issued upon exercise of the Share Options		Adjusted number of Shares to be issued upon exercise of the Share Options	
1 November 2018	28 May 2019–31 October 2023	11,080,348	2.635	11,168,429	2.614
31 May 2019	27 December 2019–30 May 2024	6,141,051	2.322	6,189,868	2.304
29 May 2020	25 December 2020–28 May 2025	7,089,500	1.570	7,145,857	1.558
21 July 2021	17 February 2022–20 July 2026	8,635,000	2.180	8,703,642	2.163
6 September 2022	3 April 2023–5 September 2027	<u>9,915,000</u>	0.935	<u>9,993,817</u>	0.928
		<u>42,860,899</u>		<u>43,201,613</u>	

Save for the above adjustments, all other terms and conditions of the outstanding Share Options remain unchanged.

Deloitte Touche Tohmatsu, the auditor of the Company has performed certain procedures on the Share Option Adjustments in accordance with Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants and confirmed to the Board in writing that the Share Option Adjustments satisfy the requirements set out in the note to Rule 17.03(13) of the Listing Rules.

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

Hong Kong, 21 June 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. 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*