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**HAITONG INTERNATIONAL
HOLDINGS LIMITED**

海通國際控股有限公司

(Incorporated in Hong Kong, China with limited liability)



**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)

JOINT ANNOUNCEMENT

PRE-CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF HAITONG INTERNATIONAL SECURITIES GROUP LIMITED BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 99 OF THE COMPANIES ACT

EXTENSION OF TIME FOR DESPATCH OF THE SCHEME DOCUMENT

Financial Adviser to the Offeror



SOMERLEY CAPITAL LIMITED

Independent Financial Adviser

ALTUS CAPITAL LIMITED

Reference is made to the joint announcement issued by Haitong International Holdings Limited (the “**Offeror**”) and Haitong International Securities Group Limited (the “**Company**”) dated 6 October 2023 (the “**Joint Announcement**”) in respect of, among other things, the pre-conditional proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 99 of the Companies Act. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

EXTENSION OF TIME FOR DESPATCH OF THE SCHEME DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive's consent is obtained, the Scheme Document shall be despatched to the Shareholders and the Share Options Holders no later than 21 days after the Announcement Date, being on or before 27 October 2023, and in compliance with the requirements of the Takeovers Code and other Applicable Laws.

As disclosed in the Joint Announcement, the making of the Proposal and the Share Option Offer are subject to the satisfaction of the non-waivable Pre-Condition. As additional time is required (a) for satisfying the Pre-Condition; and (b) to accommodate the Court's timetable in relation to the hearing of the Court to issue directions for convening the Court Meeting to approve the Scheme; and (c) to finalise the information in the Scheme Document, an application was made to the Executive and the Executive has indicated that it is minded to grant its consent under Rule 8.2 of the Takeovers Code to extend the latest time for the despatch of the Scheme Document to 29 December 2023.

A detailed timetable for the Proposal and the Share Option Offer will be set out in the Scheme Document and in the announcement to be jointly issued by the Offeror and the Company upon the despatch of the Scheme Document.

WARNINGS

Shareholders, Share Option Holders, Share Award Holders and potential investors should be aware that the Proposal and the Share Option Offer are subject to the Pre-Condition and the Conditions being satisfied or waived (where applicable). Accordingly, the Proposal and the Share Option Offer may or may not be implemented and the Scheme may or may not be effective. Shareholders, Share Option Holders, Share Award Holders and potential investors are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the Board
Haitong International Holdings Limited
LI Jun
Chairman

By order of the Board
Haitong International Securities Group Limited
LIN Yong
Deputy Chairman and Chief Executive Officer

Hong Kong, 27 October 2023

As at the date of this joint announcement, the board of directors of the Offeror comprises of Mr. LI Jun (Chairman), Mr. SONG Shihao (Deputy Chairman), Mr. ZHANG Xinjun and Mr. LIN Yong; and the board of directors of HSCL comprises of Mr. ZHOU Jie, Mr. LI Jun, Mr. ZHAO Yonggang, Mr. TU Xuanxuan, Mr. SHI Lei*, Ms. XIAO Hehua*, Mr. XU Jianguo*, Mr. ZHOU Yu**, Mr. FAN Ren Da Anthony**, Mr. MAO Fugen** and Mr. MAO Huigang**.*

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of the Company in their capacity as the directors of the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The directors of HSCL jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of the Company in their capacity as the directors of the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of the Company 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**.*

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror or HSCL) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of the Offeror in their capacity as the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

* *Non-executive directors*

** *Independent Non-executive directors*