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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Haitong International Securities Group Limited (the “**Company**”) pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to (i) the joint announcement issued by Haitong International Holdings Limited (the “**Offeror**”) and 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; and (ii) the announcements of the Company pursuant to Rule 3.8 of the Takeovers Code published on 31 October 2023 and 1 November 2023. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Joint Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board announces that on 3 November 2023, 101,094 Share Options granted under the Share Option Scheme had been exercised pursuant to the rules of the Share Option Scheme.

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company as at the date of this announcement are as follows:

- (a) following the issue of 101,094 new Shares as a result of the exercise of Share Options as set out above and assuming there are no other changes on the number of issued Shares from the date of this announcement up to the date on which such new Shares are issued, a total of 8,438,125,171 Shares in issue; and
- (b) immediately following the exercise of Share Options as set out above, a total of 28,788,862 Share Options with rights to subscribe for an aggregate of 28,788,862 new Shares under the Share Option Scheme.

As at the date of this announcement, save as disclosed above, the Company has no other outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

The respective associates (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company under Rule 22 of the Takeovers Code during the Offer Period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities, on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities, should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

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 Securities Group Limited
CHOU Chuk Nam
Company Secretary

Hong Kong, 3 November 2023

As at the date of this 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 announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *Non-executive directors*

** *Independent Non-executive directors*