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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**

#### **SATISFACTION OF THE PRE-CONDITION**

**Financial Adviser to the Offeror**



**SOMERLEY CAPITAL LIMITED**

**Independent Financial Adviser**

**ALTUS CAPITAL LIMITED**

Reference is made to (i) 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; and (ii) the joint announcement dated 27 October 2023 issued by the Offeror and the Company in relation to the extension of time for the despatch of the Scheme Document. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

#### **SATISFACTION OF THE PRE-CONDITION**

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 by the Pre-Condition Long Stop Date.

The Offeror and the Company would like to update the Shareholders and potential investors of the Company that the Approvals from Shanghai SASAC, CSRC, NDRC and the Shanghai Branch of the PBOC which are required in connection with the Proposal by Applicable Laws in Mainland China have been obtained or completed.

Accordingly, as at 15 November 2023, the Pre-Condition has been satisfied.

With the Pre-Condition having been fulfilled, the Proposal and the Scheme will only become effective and binding on the Company and all Shareholders subject to the satisfaction or waiver (where applicable) of the Conditions, which include, amongst other things, the approval of the Scheme at the Court Meeting.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

As disclosed in the joint announcement issued by the Offeror and the Company dated 27 October 2023, an application was made to the Executive and, as at the date of this joint announcement, the Executive has granted 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.

The Offeror and the Company are in the course of finalising the information to be included in the Scheme Document and the relevant notices to convene the Court Meeting and the SGM to approve, amongst other things, the Scheme and all necessary resolutions to implement the Proposal. Further announcement(s) will be made by the Offeror and the Company as and when appropriate in compliance with the Listing Rules and the Takeovers Code on the progress and material developments in connection with the Proposal and the Share Option Offer and the despatch of the Scheme Document.

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 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, 15 November 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*