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This document is the Form of Acceptance referred to in the accompanying composite scheme document (the "Scheme Document") addressed to the Scheme Shareholders and the Share Option Holders dated 22 November 2023 in relation to, among other things, a scheme of arrangement (the "Scheme of Arrangement") between Haitong International Securities Group Limited (the "Company") and the Scheme Shareholders for use by the Share Option Holders to declare their choice in respect of the Share Option Offer. You should read it in conjunction with the Scheme Document and the Letter to the Share Option Holders sent by the Offeror dated 22 November 2023 in relation to the Share Option Offer.

閣下應將本文件與計劃文件及要約人就此項購股權要約寄發的日期為2023年11月22日的致購股權持有人函件一併閱讀。閣下如(i)選擇不採取任何行動(包括不交回接納表格)；或者(ii)未有在交回的接納表格內的「接納」或者「拒絕」方格內填上「✓」號，而計劃生效，則閣下將被視為已交回簽署的接納表格而且已就閣下於計劃記錄日期持有的全部購股權於「拒絕」方格內填上「✓」號。閣下如對填妥接納表格後不遲於2024年1月4日(星期四)下午四時三十分(中國香港時間)(或要約人及本公司可能通知閣下的其他較後日期及時間)交回本公司，地址為中國香港灣仔坑口香業道2號One Island South 15樓，公司秘書處收，並註明「海通國際 - 購股權要約」。



Haitong International Holdings Limited

海通國際控股有限公司

(Incorporated in Hong Kong, China with limited liability)
(於中國香港註冊成立的有限公司)

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)
(於百慕達註冊成立的有限公司)
(股份代號: 665)

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 FORM OF ACCEPTANCE AND CANCELLATION OF SHARE OPTIONS GRANTED BY HAITONG INTERNATIONAL SECURITIES GROUP LIMITED

根據公司法第99條 由要約人以協議安排方式將海通國際證券集團有限公司私有化之附帶條件之建議 海通國際證券集團有限公司授出之購股權之接納及註銷表格

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer, or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisor.

閣下如對本接納表格任何方面或應採取的行動有任何疑問，應諮詢閣下的持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。閣下應將本文件與計劃文件及要約人就此項購股權要約寄發的日期為2023年11月22日的致購股權持有人函件一併閱讀。閣下如(i)選擇不採取任何行動(包括不交回接納表格)；或者(ii)未有在交回的接納表格內的「接納」或者「拒絕」方格內填上「✓」號，而計劃生效，則閣下將被視為已交回簽署的接納表格而且已就閣下於計劃記錄日期持有的全部購股權於「拒絕」方格內填上「✓」號。閣下如對填妥接納表格後不遲於2024年1月4日(星期四)下午四時三十分(中國香港時間)(或要約人及本公司可能通知閣下的其他較後日期及時間)交回本公司，地址為中國香港灣仔坑口香業道2號One Island South 15樓，公司秘書處收，並註明「海通國際 - 購股權要約」。

Before returning the Form of Acceptance to the Offeror, please ensure that you have completed and signed the Form of Acceptance and that your signature has been witnessed.

向要約人交回接納表格前，請確保閣下已填妥及簽署接納表格，而閣下的簽署亦經見證。

To: Offeror and the Company

致：要約人及本公司

With reference to the Share Option Offer set out in the Letter to the Share Option Holders made by the Offeror dated 22 November 2023, I hereby declare my choice in respect of the Share Option Offer by ticking the relevant box below in respect of ALL of the Share Options that I hold as at the Scheme Record Date on the terms and subject to the conditions set out in the Share Option Offer (Note 1):

參照要約人日期為2023年11月22日的致購股權持有人函件所載的購股權要約，本人謹此按照購股權要約所載的條款及條件，就本人於計劃記錄日期持有的全部購股權在下述有關空欄加上「✓」，以聲明本人就購股權要約的選擇(附註1)：

ACCEPT 接納
REJECT 拒絕

By signing and returning this Form of Acceptance, I:

- confirm that I have read, understood and agreed to the terms and conditions of the Share Option Offer (including, without limitation, those set out in the Scheme Document, the Letter to the Share Option Holders and this Form of Acceptance), and that I have received the Scheme Document and the Letter to the Share Option Holders;
- confirm that all of the outstanding Share Options held by me in respect of which I accept the Share Option Offer are valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever;
- represent and warrant to HSCL, the Offeror, the Company and their respective advisers that I have observed and am permitted under all applicable laws and requirements to receive and accept the Share Option Offer and any revision thereof, and that I have obtained all requisite governmental, exchange control or other consents and made all registrations or filings required in compliance with all necessary formalities and regulatory or legal requirements, and I have paid all issue, transfer or other taxes, duties or other required payments due from me in connection with such acceptance in any jurisdiction, and that I have not taken or omitted to take any action which will or may result in HSCL, the Offeror, the Company or their respective advisers or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Share Option Offer or my acceptance thereof and that such acceptance, surrender and/or cancellation shall be valid and binding in accordance with all applicable laws and regulations;
- acknowledge that I cease to have any rights or entitlements in relation to my Share Options and that all rights and entitlements under my Share Options shall automatically lapse, in each case on the Effective Date;
- agree, in consideration for the Share Option Offer, to release and waive all future and present claims, demands, actions and/or proceedings (whether contractual, statutory or otherwise) and whether such claims are known or could be known or are in my contemplation at the time of signing this Form of Acceptance and to the maximum extent not prohibited by law) against any party (including HSCL, the Offeror and the Company and their officers and respective advisers) arising out of or in connection with the Share Options and/or the Share Option Offer;
- confirm that any acceptance of the Share Option Offer cannot be withdrawn or altered;
- authorise the Company and the Offeror, jointly and severally, or any director or officer of the Company or the Offeror or their respective agents (including the Registrar) or persons as any of them may direct to do all acts and things and to execute any document as may be necessary or desirable to give effect to any acceptance by me of the Share Option Offer and cancellation of all outstanding Share Options which are subject to such acceptance, and I hereby undertake to execute any further assurance that may be required in respect of such acceptance (including but not limited to consenting to the Company, the Board or the Offeror, as applicable, exercising its rights to amend the terms of my Share Options to enable such outstanding Share Options to be cancelled in exchange for the payment by the Offeror of the cash considerations);
- authorise the Company to transfer any personal data which may identify me (including, but not limited to my name, my date of birth, contact details, nationality, identity or passport number, tax residency, social security number (or equivalent), bank account details and details of my Share Options) to the Offeror and to authorise the Offeror to collect, use and process such personal data for all matters directly or indirectly connected with the implementation of the Share Option Offer. I agree to execute any further documents as may be required by the Company or the Offeror to give effect to such authorisation; and
- undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney or agent appointed by or pursuant to the letter to the Share Option Holders or this Form of Acceptance.

本接納表格一經簽署及交回，即表示本人：

- 確認本人已閱讀、理解及同意購股權要約的條款及條件(包括但不限於計劃文件、致購股權持有人函件及本接納表格所載者)，以及本人已收到計劃文件及致購股權持有人函件；
- 確認本人持有及本人接納購股權要約的所有尚未行使購股權均為有效及存續，且不附帶一切留置權、押記、抵押及任何性質的第三方權益；
- 向海通證券、要約人、本公司及彼等各自的顧問聲明及保證，本人已遵守所有適用法律及法規以及根據所有適用法律及法規獲允許接收及接納購股權要約及其任何修訂；且本人已取得所有所需政府、外匯管制或其他方面之同意，及作出所有必要手續及管稅務或法律規定之一切登記及申報；且本人已於任何司法管轄區交付本人就接納應付之所有費用及稅項、轉讓費或其他稅項，而本人並無採取或遺漏採取任何行動而將會或可能致使海通證券、要約人、本公司或彼等各自的顧問或任何其他人士違反任何司法管轄區有關購股權要約或本人接納購股權要約之法律或監管規定，及有關接納、交回及/或註銷將根據一切適用法律及法規屬有效及具約束力；
- 確認本人不再擁有有關本人購股權的任何權利或權益，且本人購股權的所有權利及權益將於生效日期自動失效；
- 同意(就購股權要約而言)解除及放棄因購股權及/或購股權要約而產生或與之相關的針對任何人士(包括海通證券、要約人及本公司及其高級人員及各自的顧問)的所有未決及現有申索、要求、行動及/或訴訟(不論是否以合約、法定或其他形式，亦不論該等申索於簽署本接納表格時是否已知或可能已知或在本人預料之內，並以法律並無禁止的最大範圍為限)；
- 確認購股權要約的任何接納不得被撤銷或更改；
- 授權本公司及要約人共同及個別地，或本公司或要約人的任何董事或高級人員或彼等各自的代理人(包括註冊處處長)或彼等任何一方可能指定之人士作出一切行為及事宜，以及簽立為使本人接納購股權要約及註銷該接納所涉及的全部尚未行使購股權有效而可能屬必要或適當的任何文件；而本人謹此承諾簽立就該項接納而可能需要簽署的任何其他保證書(包括但不限於同意本公司、董事會或要約人(如適用)行使其權利修訂本人購股權的條款，以使該等尚未行使的購股權被註銷，以換取要約人支付的現金代價)；
- 授權本公司向要約人轉交可能識別本人身份的任何個人資料(包括但不限於本人姓名、本人出生日期、聯絡詳情、國籍、身份或護照號碼、稅務居民身份、社會保障號碼(或同等級別資料)、銀行帳戶詳情及本人購股權詳情)，並授權要約人就實施購股權要約直接或間接相關的所有事宜收集、使用及處理有關個人資料。本人同意簽立本公司或要約人可能要求之任何其他文件，以確保有關接納生效；及
- 承諾確認及追認根據或依據該項購股權要約人函件或本接納表格所委任的任何受權人或代理人代表本人適當或合法地採取的任何行動。

This Form of Acceptance shall be governed by and construed in accordance with the laws of Hong Kong, China.

本接納表格受中國香港法例規管並須按其詮釋。

Signature of Share Option Holder:

購股權持有人簽署: _____ (附註2)

Name of Share Option Holder:

購股權持有人姓名: _____

Witness' Signature:

見證人簽署: _____ (附註3)

Witness' Name:

見證人姓名: _____

Witness' Identity Card Number:

見證人身份證號碼: _____

Notes:

- This Form of Acceptance is subject to the terms and conditions of the Share Option Offer as set out in the letter to the Share Option Holders sent by the Offeror dated 22 November 2023 in relation to the Share Option Offer. The Share Option Offer is made in respect of your outstanding Share Options that you hold as at the Scheme Record Date.
- Please sign at the place indicated to signify your choice in respect of the Share Option Offer and insert the date of signing. If you fail to sign and return this Form of Acceptance to the Offeror as instructed above, you will be treated as having returned a duly executed Form of Acceptance with the "Reject" box ticked in respect of all outstanding Share Options held by you on the Scheme Record Date.
- The witness must be physically present when you sign this Form of Acceptance. The witness should be an individual but should not be a close relative of yours, a minor, a bankrupt or a person of unsound mind.
- You are recommended to consult your professional adviser if you are in any doubt as to the taxation implications of the Share Option Offer and, in particular, whether the receipt of the consideration under the Share Option Offer will make you liable to taxation in Hong Kong, China, or in other jurisdictions. If you are not resident in Hong Kong, China, the acceptance of the Share Option Offer or the receipt of the consideration for acceptance of the Share Option Offer may be subject to the laws of the relevant jurisdiction in which you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Share Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

附註:

- 本接納表格受要約人就購股權要約寄發的日期為2023年11月22日的致購股權持有人函件所載的購股權要約條款及條件所規限。購股權要約乃就閣下於計劃記錄日期持有的尚未行使購股權作出。
- 請於指定地方簽署，以表明閣下就購股權要約的選擇及簽署日期。閣下並無簽署及交回本接納表格交回要約人，則閣下將被視為已交回簽署的接納表格而且已就閣下於計劃記錄日期持有的全部尚未行使購股權於「拒絕」方格內填上「✓」號。
- 閣下簽署本接納表格時，見證人必須親身出席。見證人應為個人，但不應為閣下的短視、未成年人士、破產或精神不健全的人士。
- 閣下如對購股權要約的稅務影響有任何疑問，尤其是收取購股權要約的代價是否令閣下須繳納中國香港或其他司法管轄區的稅項方面的疑問，應諮詢閣下的專業顧問。倘閣下並非居於中國香港，則接納購股權要約或就接納購股權要約收取代價可能須遵從閣下所在有關司法管轄區的法例。閣下應自行瞭解及遵守任何適用法律及監管規定。閣下如有意接納購股權要約，則有責任自行全面遵守有關司法管轄區就此方面的法例，包括規定取得任何政府、外匯管制或其他方面的同意，或辦理其他必要的正式手續及支付閣下於該司法管轄區所應繳的任何費用、轉讓或其他稅項。