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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

(1) 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

(2) PROPOSED WITHDRAWAL OF LISTING OF HAITONG INTERNATIONAL SECURITIES GROUP LIMITED

CLARIFICATION ANNOUNCEMENT IN RELATION TO THE RESULTS OF THE COURT MEETING AND THE SGM

Financial Adviser to the Offeror



SOMERLEY CAPITAL LIMITED

**Independent Financial Adviser
to the Independent Board Committee**

ALTUS CAPITAL LIMITED

Reference is made to the announcement dated 15 December 2023 (the “**Results Announcement**”) published by the Offeror and the Company in relation to (amongst others) the results of the Court Meeting and the SGM. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Results Announcement.

Subsequent to the publication of the Results Announcement, in the process of finalising the court documents for filing with the Supreme Court of Bermuda, further information has been provided by the scrutineer. Problems associated with the vote counting process and the treatment and classification of proxies and votes were identified during the review of such further information. As such, some of the information in the previous scrutineer certificates were required to be revised. The Company has been provided with an updated scrutineer certificate in respect of each of the Court Meeting and the SGM. The revised poll results of the Court Meeting and the SGM are as follows:

RESULTS OF THE COURT MEETING

	Number of votes cast in person or by proxy		
	Total	FOR the Scheme	AGAINST the Scheme
Number of Scheme Shareholders who attended and voted either in person or by proxy at the Court Meeting	169 (100%)	167 (98.82%)	2 (1.18%)
Number of Scheme Shares voted by the Scheme Shareholders in person or by proxy at the Court Meeting	1,061,659,282 (100%)	1,057,514,785 (99.61%)	4,144,497 (0.39%)
Number of Scheme Shares voted by the Disinterested Shareholders in person or by proxy at the Court Meeting	1,061,656,282 (100%)	1,057,511,785 (99.61%)	4,144,497 (0.39%)
Approximate percentage of: (i) 4,144,497 Scheme Shares over (ii) 2,146,277,482 Scheme Shares, where (i) is the number of votes cast by the Disinterested Shareholders against the Scheme, and (ii) is the number of Disinterested Scheme Shares			0.19%

RESULTS OF THE SGM

SPECIAL RESOLUTION		Number of votes (%)	
		FOR	AGAINST
1.	To approve any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares.	1,101,948,417 (99.63%)	4,126,849 (0.37%)
ORDINARY RESOLUTION		FOR	AGAINST
2.	<p>To approve:</p> <p>(A) the contemporaneous maintenance of the issued share capital of the Company by the allotment and issue to the Offeror of such number of New Shares, credited as fully paid, as is equal to the number of the Scheme Shares cancelled;</p> <p>(B) the application of the reserve created in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full at par the New Shares; and</p> <p>(C) the authorisation of the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Proposal.</p>	1,102,148,434 (99.63%)	4,126,849 (0.37%)

Save as disclosed above, all other information as set out in the Results Announcement remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the Results Announcement.

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, 22 December 2023

As at the date of this joint announcement, the board of directors of the Offeror comprises 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*