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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)

**US\$700,000,000 3.375 per cent. Bonds due
2024 (stock code: 4484) (“2024 Bonds”)**

**US\$400,000,000 3.125 per cent. Bonds due
2025 (stock code: 40057) (“2025 Bonds”)**

**US\$300,000,000 2.125 per cent. Bonds due
2026 (stock code: 40688) (“2026 Bonds”)**

JOINT ANNOUNCEMENT

**(1) 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) EFFECTIVE DATE OF THE SCHEME

**(3) SHARE OPTION OFFER BECAME UNCONDITIONAL
AND LAPSING OF THE OUTSTANDING SHARE OPTIONS**

AND

**(4) EXPECTED DATE OF WITHDRAWAL OF LISTING OF THE SHARES
AND THE LISTING STATUS OF THE BONDS**

Financial Adviser to the Offeror

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



ALTUS CAPITAL LIMITED

INTRODUCTION

Reference is made to (i) the scheme document jointly issued by Haitong International Holdings Limited (the “**Offeror**”) and Haitong International Securities Group Limited (the “**Company**”) dated 22 November 2023 in relation to the 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 the proposed withdrawal of listing of the Company (the “**Scheme Document**”); (ii) the announcement and clarification announcement jointly issued by the Offeror and the Company dated 15 December 2023 and 22 December 2023, respectively, in relation to, among other things, the results of the Court Meeting and the SGM; and (iii) the announcement jointly issued by the Offeror and the Company dated 8 January 2024 in relation to, among other things, the sanction of the Scheme by the Court (the “**Scheme Sanction Announcement**”).

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

EFFECTIVE DATE OF THE SCHEME

As disclosed in the Scheme Sanction Announcement, the Scheme was sanctioned (without modification) by the Court on Friday, 5 January 2024 (Bermuda time).

A copy of the order of the Court sanctioning the Scheme was delivered to the Registrar of Companies in Bermuda for registration on Tuesday, 9 January 2024 (Bermuda time). Accordingly, Condition (d) as set out in the section headed “*4. Conditions of the Proposal and the Scheme*” in the Explanatory Statement in Part VII of the Scheme Document was fully satisfied.

All of the outstanding Conditions of the Scheme as set out in the section headed “*4. Conditions of the Proposal and the Scheme*” in the Explanatory Statement in Part VII of the Scheme Document were fulfilled and the Scheme became effective on Tuesday, 9 January 2024 (Bermuda time).

SHARE OPTION OFFER BECAME UNCONDITIONAL AND LAPSING OF THE OUTSTANDING SHARE OPTIONS

The Share Option Offer is conditional upon the Scheme becoming effective. Accordingly, the Share Option Offer became unconditional on Tuesday, 9 January 2024 (Bermuda time) and any outstanding Share Options have lapsed on the same date (Bermuda time).

PAYMENT UNDER THE SCHEME AND THE SHARE OPTION OFFER

Cheques for the cash payment of the Cancellation Price under the Scheme and the Share Option Offer Price under the Share Option Offer will be despatched to the Scheme Shareholders and the Share Option Holders who have validly accepted the Share Option Offer respectively, as soon as possible but in any event on or before Thursday, 18 January 2024.

WITHDRAWAL OF LISTING OF THE SHARES AND THE LISTING STATUS OF THE BONDS

It is expected that the listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Thursday, 11 January 2024.

The Company intends to maintain the listing status of the 2024 Bonds, 2025 Bonds and 2026 Bonds on the Stock Exchange.

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, 10 January 2024

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. 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*