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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)**

### ADJUSTMENT TO CONVERSION PRICES OF THE HK\$1,008,000,000 1.25% CONVERTIBLE BONDS DUE 2018 AND THE HK\$1,164,000,000 1.25% CONVERTIBLE BONDS DUE 2019

The Company announces that the respective Conversion Price of the Convertible Bonds have been adjusted as follows with effect from 1 November 2016 as a result of issue of new shares under the interim dividend of HK7.5 cents per Share for the six months ended 30 June 2016 in form of scrip dividend:

- (i) in respect of the 2013 CBs, from HK\$2.95 per Share to HK\$2.87 per Share; and
- (ii) in respect of the 2014 CBs, from HK\$4.92 per Share to HK\$4.80 per Share.

References are made to (i) the announcements of Haitong International Securities Group Limited (the “**Company**”) dated 10 July 2013, 18 July 2013, 19 July 2013, 13 September 2013, 18 September 2013, 10 October 2013, 18 October 2013, 25 April 2014, 9 May 2014 and 1 September 2014 respectively in relation to the 2013 CBs, the announcements of the Company dated 24 October 2014, 4 November 2014 and 5 November 2014 respectively in relation to the 2014 CBs and the announcements of the Company dated 22 April 2015, 23 June 2015 and 27 October 2015 respectively in relation to the adjustment to conversion prices of the 2013 CBs and the 2014 CBs (collectively, the “**CB Announcements**”); (ii) the announcement of the Company dated 10 March 2016 in relation to the final results of the Company for the year ended 31 December 2015; and (iii) the announcement of the Company dated 19 August 2016 in relation to the interim results of the Company for the six months ended 30 June 2016. The Convertible Bonds are listed on the Singapore Exchange Securities Trading Limited. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the CB Announcements.

Reference is also made to the issue of new shares under the final dividend of HK4 cents per Share for the year ended 31 December 2015 in the form of scrip dividend (the “**2015 Final Scrip Dividend**”). Pursuant to the provisions on adjustments to the respective Conversion Price as stated in the respective terms and conditions of the Convertible Bonds (the “**Provisions**”), no adjustment was made to the Conversion Price as such adjustment was less than one per cent. of the Conversion Price in effect as a result of the issue of 2015 Final Scrip Dividend.

Notice is hereby given that pursuant to the Provisions, the adjustment that had not been made and the amount by which the Conversion Price had not been rounded down as a result of the issue of the 2015 Final Scrip Dividend has been carried forward and taken into account in the following adjustment of the respective Conversion Price of the Convertible Bonds as a result of issue of new shares under the interim dividend of HK7.5 cents per Share for the six months ended 30 June 2016 in form of scrip dividend (the “**Adjustment**”):

- (i) in respect of the 2013 CBs, from HK\$2.95 per Share to HK\$2.87 per Share; and
- (ii) in respect of the 2014 CBs, from HK\$4.92 per Share to HK\$4.80 per Share.

The Adjustment has become effective from 1 November 2016, being the day of issue of the new shares under the aforesaid interim dividend in form of scrip dividend.

The Adjustment has been computed in accordance with the clause 6(C)(ii)(B) of the terms and conditions of the 2013 CBs and the clause 6(C)(ii)(B) of the terms and conditions of the 2014 CBs.

All other terms of the Convertible Bonds remain unchanged. As at the date of this announcement, the outstanding principal amount of the 2013 CBs is HK\$2,000,000. The 2013 CBs entitle the holders thereof to convert the outstanding 2013 CBs into 677,966 Shares before the Adjustment and 696,864 Shares after the Adjustment. The outstanding principal amount of the 2014 CBs is HK\$137,000,000. The 2014 CBs entitle the holders thereof to convert the outstanding 2014 CBs into 27,845,528 Shares before the Adjustment and 28,541,666 Shares after the Adjustment.

By order of the Board  
**Haitong International Securities Group Limited**  
**LAU Yik Chi**  
*Company Secretary*

Hong Kong, 1 November 2016

*As at the date of this announcement, the Board comprises Mr. Ji Yuguang (Chairman)\*, Mr. LIN Yong (Deputy Chairman and Managing Director), Mr. LI Jianguo (Deputy Chairman), Mr. HUI Yee, Wilson, Mr. POON Mo Yiu\*, Mr. CHENG Chi Ming Brian\*, Ms. WANG Meijuan\*, Mr. William CHAN\*, Mr. TSUI Hing Chuen, William\*\*, Mr. LAU Wai Piu\*\*, Mr. LIN Ching Yee Daniel\*\* and Mr. WEI Kuo-chiang\*\*.*

\* *Non-executive directors*

\*\* *Independent Non-executive directors*