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海通证券股份有限公司
HAITONG SECURITIES CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6837)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
HAITONG UNITRUST INTERNATIONAL LEASING CO.,
LTD. ON THE MAIN BOARD OF THE STOCK EXCHANGE
OF HONG KONG LIMITED**

**THE CHINA SECURITIES REGULATORY COMMISSION'S
APPROVAL ON THE ISSUANCE OF OVERSEAS LISTED
FOREIGN INVESTED SHARES OF
HAITONG UNITRUST INTERNATIONAL LEASING CO., LTD.**

The board of directors (the “**Board**”) of Haitong Securities Co., Ltd. (the “**Company**”) is pleased to announce that the China Securities Regulatory Commission (the “**CSRC**”) has confirmed that it has approved the issuance of overseas listed foreign invested shares of Haitong UniTrust International Leasing Co., Ltd. (“**Haitong UniTrust**”), a wholly-owned subsidiary of the Company.

1. INTRODUCTION

References are made to the announcements of the Company dated 29 March 2017, 6 June 2017, 23 June 2017, 27 June 2017, 28 February 2018 and 21 September 2018, and the circular to the shareholders of the Company dated 16 May 2017 relating to, among other things, the proposed spin-off and separate listing of Haitong UniTrust, a wholly-owned subsidiary of the Company, on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Proposed Spin-off and Listing**”). Unless the context otherwise requires, terms defined in the Circular shall have the same meanings as those used in this announcement.

References are further made to the announcements of the Company dated 19 October 2018 and 5 December 2018, and the circular to the shareholders of the Company dated 1 November 2018, in relation to the proposed extension of the authorization period for the Board and persons authorized by the Board to deal with, in their sole discretion, the matters related to the overseas listing of Haitong UniTrust (the “**Proposed Extension of the Authorization Period**”).

The Proposed Spin-off and Listing and the Proposed Extension of the Authorization Period were approved by the shareholders of the Company on 6 June 2017 and 5 December 2018, respectively.

On 21 September 2018, Haitong UniTrust submitted, through its joint sponsors, a further renewed listing application (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the H shares of Haitong UniTrust on the Main Board of the Stock Exchange due to the lapse of the six-month period from the last renewed date of the listing application.

2. THE CSRC'S APPROVAL ON THE ISSUANCE ON OVERSEAS LISTED FOREIGN INVESTED SHARES OF HAITONG UNITRUST INTERNATIONAL LEASING CO., LTD.

The Board is pleased to announce that Haitong UniTrust has received the Approval on the Issuance of Overseas Listed Foreign Invested Shares of Haitong UniTrust International Leasing Co., Ltd. (Zheng Jian Xu Ke [2019] No. 230) from the CSRC with the approvals as follows:

- i. Haitong UniTrust is approved with the issuance of no more than 2,683,333,333 overseas-listed foreign invested shares of RMB1 per share, all being ordinary shares. Haitong UT Capital Group Co., Limited, the shareholder of Haitong UniTrust, is approved with the conversion of no more than 4,559,153,176 unlisted foreign shares of Haitong UniTrust into overseas listed foreign invested shares, in which such shares could be traded on the Main Board of the Stock Exchange in accordance with the relevant domestic and foreign laws, rules and regulations. Upon the issuance, Haitong UniTrust could be listed on the Main Board of the Stock Exchange.
- ii. Haitong UniTrust will report its issuance in writing to the CSRC within 15 working days after its listing on the Main Board of Stock Exchange.
- iii. In its process of issuance of shares and listing, Haitong UniTrust shall strictly comply with the relevant domestic and foreign laws, rules and regulations.
- iv. Within one year from the expiration of the lock-up period, the shares of Haitong UniTrust held by Haitong Capital Co., Ltd. shall be transferred to eligible shareholders.

Shareholders and potential investors of the Company are advised that the implementation of the Proposed Spin-off and Listing is subject to the approval of the Stock Exchange and other relevant regulatory authorities, the final decision of the Board and of the board of directors of Haitong UniTrust, market conditions and other factors. Accordingly, there is no assurance that the Proposed Spin-off and Listing will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.

Further announcements will be made by the Company in respect of the Proposed Spin-off and Listing as and when appropriate.

By order of the Board of
Haitong Securities Co., Ltd.
ZHOU JIE
Chairman

Shanghai, the PRC
February 22, 2019

As at the date of this announcement, our executive directors are Mr. ZHOU Jie and Mr. QU Qiuping; our non-executive directors are Ms. YU Liping, Mr. CHEN Bin, Mr. XU Jianguo, Mr. WU Yuezhou, Ms. ZHANG Xinmei and Mr. SHEN Tiedong; and our independent non-executive directors are Mr. LIU Cheeming, Mr. XIAO Suining, Dr. LAM Lee G., Mr. ZHANG Ming and Mr. FENG Lun.

* For identification purpose only