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

THE 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

RECORD DATE, CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES AND BASIS OF THE ASSURED ENTITLEMENT OF QUALIFYING HAITONG SECURITIES H SHAREHOLDERS TO THE HAITONG UNITRUST H SHARES IN THE PREFERENTIAL OFFERING

The board of directors (the “**Board**”) of Haitong Securities Co., Ltd. (the “**Company**”) is pleased to announce that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Haitong Securities H Shareholders to the Haitong UniTrust H Shares in the Preferential Offering will be Friday, 3 May 2019. The register of members of H shares will be closed on Friday, 3 May 2019 and no transfers of H shares will be registered on that date. The last day for dealing in the H shares cum-entitlement to the Assured Entitlement will be Monday, 29 April 2019.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the register of members of H shares for the purpose of determining the Assured Entitlement of Qualifying Haitong Securities H Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off and Listing.

The Board is also pleased to announce that it has determined the basis of the Assured Entitlement of Qualifying Haitong Securities H Shareholders to the Haitong UniTrust H Shares in the Preferential Offering, if and when made. The basis of the Assured Entitlement is one (1) Haitong UniTrust H Share for every 28 H shares held by Qualifying Haitong Securities H Shareholders on Friday, 3 May 2019, being the Record Date.

The implementation of the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange and other relevant regulatory authorities, the final decision of the Board and of the board of directors of Haitong UniTrust as to whether to proceed with the Proposed Spin-off and Listing, which are subject to market conditions and pricing. Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Spin-off and Listing will take place or as to when they may take place. If the Proposed Spin-off and Listing do not proceed for any reason, the Preferential Offering will not proceed.

Shareholders and potential investors in the Company should exercise caution when dealing in or investing in the shares or other 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.

1. INTRODUCTION

This announcement is made pursuant to the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Listing Rules.

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, 21 September 2018, 22 February 2019 and 25 March 2019 (the “**Announcements**”), and the circular to the shareholders of the Company dated 16 May 2017 (the “**Circular**”) relating to the Proposed Spin-off and Listing. Unless the context otherwise requires, terms defined in the Announcements and 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.

2. RECORD DATE AND CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES

As disclosed in the Company's announcement on 27 June 2017, the Company intends that if the Proposed Spin-off and Listing proceed, Qualifying Haitong Securities H Shareholders will be provided with an Assured Entitlement to the Haitong UniTrust H Shares by way of a preferential application in the Global Offering.

For the purpose of determining the Assured Entitlement of Qualifying Haitong Securities H Shareholders to the Haitong UniTrust H Shares in the Preferential Offering and pursuant to Rule 13.66 of the Listing Rules, the Board announces that the Record Date will be Friday, 3 May 2019. The register of members of H shares will be closed on Friday, 3 May 2019 and no transfers of H shares will be registered on that date.

In order to qualify for the Assured Entitlement, all transfers of H shares accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Thursday, 2 May 2019. The last day for dealing in the H shares cum-entitlement to the Assured Entitlement will be Monday, 29 April 2019.

As the final dates of registration and issue of the Prospectus have not yet been determined, the Record Date and the closure of the register of members of H shares for the purpose of determining the Assured Entitlement of Qualifying Haitong Securities H Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off and Listing.

In the event that there is a change in the record date and the closure of the register of members of H shares for determining the Assured Entitlement of Qualifying Haitong Securities H Shareholders, a further announcement will be made by the Company and such revised record date and closure of the register of members of H shares will supersede and replace the Record Date and the closure of the register of members of H shares for determining the Assured Entitlement of Qualifying Haitong Securities H Shareholders set out in this announcement.

3. BASIS OF THE ASSURED ENTITLEMENT OF QUALIFYING HAITONG SECURITIES H SHAREHOLDERS TO THE HAITONG UNITRUST H SHARES IN THE PREFERENTIAL OFFERING

The Board also announces that it has determined the basis of the Assured Entitlement of Qualifying Haitong Securities H Shareholders to the Haitong UniTrust H Shares in the Preferential Offering, if and when made.

The basis of the Assured Entitlement is one (1) Haitong UniTrust H Share for every 28 H shares held by Qualifying Haitong Securities H Shareholders on Friday, 3 May 2019, being the Record Date.

The Assured Entitlement of Qualifying Haitong Securities H Shareholders to the Haitong UniTrust H Shares are not transferable and there will be no trading in nil-paid entitlements on the Hong Kong Stock Exchange.

Qualifying Haitong Securities H Shareholders who hold at least 28 H shares on the Record Date and therefore have an Assured Entitlement to the Haitong UniTrust H Shares may apply for a number of Haitong UniTrust H Shares which is greater than, less than or equal to their Assured Entitlement under the Preferential Offering. A valid application for a number of Haitong UniTrust H Shares which is less than or equal to a Qualifying Haitong Securities H Shareholder's Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions of the Preferential Offering.

Where a Qualifying Haitong Securities H Shareholder applies for a number of Haitong UniTrust H Shares which is greater than the Qualifying Haitong Securities H Shareholder's Assured Entitlement under the Preferential Offering, the relevant Assured Entitlement will be satisfied in full, but the excess portion of such application will only be satisfied to the extent that the Haitong UniTrust H Shares made available to and not taken up by Qualifying Haitong Securities H Shareholders as their Assured Entitlement under the Preferential Offering are sufficient to satisfy such excess applications.

Qualifying Haitong Securities H Shareholders who hold less than 28 H shares on the Record Date and therefore will not have an Assured Entitlement to the Haitong UniTrust H Shares will still be entitled to participate in the Preferential Offering by applying for the Assured Entitlement not taken up by the Qualifying Haitong Securities H Shareholders.

Qualifying Haitong Securities H Shareholders should note that their Assured Entitlement to the Haitong UniTrust H Shares may not represent a full board lot of Haitong UniTrust H Shares. No odd lot matching services will be provided and dealings in odd lots of Haitong UniTrust H Shares may be at a price below the prevailing market price for full board lots.

If the Preferential Offering proceeds, details of the Preferential Offering, including the terms and conditions for applications (including excess applications) for the Haitong UniTrust H Shares under the Preferential Offering, will be set out in the Prospectus and the accompanying blue application form.

As at the date of this announcement, the Company and Haitong UniTrust have been advised by their PRC legal adviser that pursuant to Article 23 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland-Hong Kong Stock Markets Connect Programme (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》), China Securities Depository and Clearing Corporation Limited does not provide services relating to the subscription of newly issued shares. Accordingly, even if the Preferential Offering proceeds, beneficial holders of H shares who hold H shares through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect cannot participate in the Preferential Offering and will not be able to take up their respective Assured Entitlement to the Haitong UniTrust H Shares under the Preferential Offering through the trading mechanism of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

4. THE PROPOSED SPIN-OFF AND LISTING IS SUBJECT TO MARKET CONDITIONS AND PRICING

The Board wishes to emphasize that, notwithstanding this announcement of the Record Date, the closure of the register of members of H shares and the basis of assured entitlement of Qualifying Haitong Securities H Shareholders to the Haitong UniTrust H Shares in the Preferential Offering of Haitong UniTrust, the implementation of the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange and other relevant regulatory authorities and the final decision of the Board and of the board of directors of Haitong UniTrust as to whether to proceed with the Proposed Spin-off and Listing, which are subject to market conditions and pricing. The Board will only proceed with the Proposed Spin-off and Listing if the Board considers that the price of the Haitong UniTrust H Shares which can be obtained in the Global Offering, which is subject to market conditions, is such that proceeding with the Proposed Spin-off and Listing on those terms would be in the interests of the Company and the Shareholders as a whole.

Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Spin-off and Listing will take place or as to when they may take place. If the Proposed Spin-off and Listing do not proceed for any reason, the Preferential Offering will not proceed. If the Proposed Spin-off and Listing proceed, the timetable for the Global Offering, including the Preferential Offering, will be set out in the Prospectus and in a further announcement to be made by the Company.

Shareholders and potential investors in the Company should exercise caution when dealing in or investing in the shares or other 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.

5. GENERAL

In connection with the Global Offering, the price of the Haitong UniTrust H Shares may be stabilised in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilisation and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) will be contained in the Prospectus.

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

6. DEFINITIONS

“Assured Entitlement”	means the entitlement of the Qualifying Haitong Securities H Shareholders to apply for the Haitong UniTrust H Shares on an assured basis pursuant to the Preferential Offering determined on the basis of their respective shareholdings in the Company at 4:30 p.m. on the Record Date
“Global Offering”	means the proposed global offering of the Haitong UniTrust H Shares
“Haitong UniTrust H Shares”	means overseas listed foreign shares in the share capital of Haitong UniTrust with a nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars and are proposed to be listed on the Hong Kong Stock Exchange
“H share(s)”	means the overseas-listed foreign share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Company which is/are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong Public Offering”	means the proposed public offering of Haitong UniTrust H Shares in Hong Kong
“Non-Qualifying Haitong Securities H Shareholders”	means H share Shareholders of the Company whose names appeared in the register of members of the Company on the Record Date and whose address as shown in such register are in any of the Specified Territories and any H share Shareholder of the Company or beneficial owner of H shares of the Company at that time who are otherwise known by the Company to be resident in any of the Specified Territories
“Preferential Offering”	means the proposed preferential offering of Haitong UniTrust H Shares to Qualifying Haitong Securities H Shareholders in the Global Offering
“Prospectus”	means the prospectus to be issued by Haitong UniTrust in connection with the proposed Hong Kong Public Offering and the Preferential Offering
“Qualifying Haitong Securities H Shareholders”	means H share Shareholders of the Company whose names appear in the register of members of the Company at 4:30 p.m. on the Record Date, other than Non-Qualifying Haitong Securities H Shareholders
“Record Date”	means Friday, 3 May 2019, being the record date for determining the Assured Entitlement of Qualifying Haitong Securities H Shareholders to the Haitong UniTrust H Shares in the Preferential Offering

“Shanghai-Hong Kong Stock Connect”	means the securities trading and clearing links programme developed by the Hong Kong Stock Exchange, the Shanghai Stock Exchange, Hong Kong Securities Clearing Company Limited and China Securities Depository and Clearing Corporation Limited for the establishment of mutual market access between Hong Kong and Shanghai
“Shenzhen-Hong Kong Stock Connect”	means the securities trading and clearing links programme developed by the Hong Kong Stock Exchange, the Shenzhen Stock Exchange, Hong Kong Securities Clearing Company Limited and China Securities Depository and Clearing Corporation Limited for the establishment of mutual market access between Hong Kong and Shenzhen
“Specified Territories”	means in respect of the Preferential Offering, such territory or territories which the directors of the Company and Haitong UniTrust consider it necessary or expedient to exclude from the Preferential Offering on account of legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction

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

Shanghai, the PRC
12 April 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*