

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or an invitation or a solicitation of any offer to buy or subscribe for any securities in Hong Kong, the United States of America or elsewhere. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the U.S. Securities Act. The securities described herein have not been and will not be registered under the U.S. Securities Act. There will be no public offering of securities in the United States of America.

Not for release, publication or distribution, in whole or in part, in, into or from the United States of America or any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.



(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**

POST HEARING INFORMATION PACK

The board of directors (the “**Board**”) of Haitong Securities Co., Ltd. (the “**Company**”) announces that it was informed by Haitong UniTrust that in connection with the Proposed Spin-off and Listing, on 6 May 2019, Haitong UniTrust submitted the Post Hearing Information Pack (“**PHIP**”), which contains certain business and financial information relating to Haitong UniTrust, to the Hong Kong Stock Exchange for publication on the Hong Kong Stock Exchange’s website. The PHIP is available for viewing and downloading from the Hong Kong Stock Exchange’s website at www.hkexnews.hk.

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.

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.

The Board refers to the announcements made by the Company on 29 March 2017, 6 June 2017, 27 June 2017, 28 February 2018, 21 September 2018, 22 February 2019, 25 March 2019 and 12 April 2019 (the “**Announcements**”) and the circular to the shareholders of the Company on 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. POST HEARING INFORMATION PACK

The Board announces that it was informed by Haitong UniTrust that in connection with the Proposed Spin-off and Listing, on 6 May 2019, Haitong UniTrust submitted the PHIP to the Hong Kong Stock Exchange for publication on the Hong Kong Stock Exchange’s website. The PHIP is available for viewing and downloading from the Hong Kong Stock Exchange’s website at www.hkexnews.hk.

The PHIP contains, among other things, certain business and financial information relating to Haitong UniTrust. Shareholders should note that the PHIP is in draft form and the information contained in it is incomplete and is subject to change which can be material. The Company does not have any obligation or liability whatsoever in relation to the PHIP.

3. 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.

The Board wishes to emphasise that the implementation of the Proposed Spin-off and Listing is subject to, among other things, the approval of the Hong Kong Stock Exchange 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.

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
6 May 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*