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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)

**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**

**PUBLICATION OF THE PROSPECTUS ISSUED BY HAITONG UNITRUST
EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE
RANGE**

The board of directors (the “**Board**”) of Haitong Securities Co., Ltd. (the “**Company**”) announces that in connection with the Proposed Spin-off and Listing, Haitong UniTrust published the Prospectus on 21 May 2019. The Prospectus is available for viewing and downloading from the websites of Haitong UniTrust at www.utfinancing.com and the Hong Kong Stock Exchange at www.hkexnews.hk from 21 May 2019.

Printed copies of the Prospectus may be obtained, free of charge, at designated locations during normal business hours from 9:00 a.m. on Tuesday, 21 May 2019 until 12:00 noon on Friday, 24 May 2019.

As disclosed in the Prospectus, the total number of Haitong UniTrust H Shares to be offered pursuant to the Global Offering will be 1,235,300,000 (assuming the Over-allotment Option is not exercised), representing approximately 15.0% of the number of Haitong UniTrust H Shares in issue immediately following the completion of the Global Offering, and 1,420,594,000 (assuming the Over-allotment Option is exercised in full), representing approximately 16.9% of the number of Haitong UniTrust H Shares in issue immediately following the completion of the Global Offering. The Offer Price for the Haitong UniTrust H Shares in the Global Offering is expected to be not less than HK\$1.88 per Haitong UniTrust H Share and not more than HK\$2.08 per Haitong UniTrust H Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

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, 23 June 2017, 27 June 2017, 28 February 2018, 21 September 2018, 22 February 2019, 25 March 2019, 12 April 2019 and 6 May 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. PUBLICATION OF THE PROSPECTUS

In connection with the Proposed Spin-off and Listing, Haitong UniTrust H published the Prospectus on 21 May 2019. The Prospectus contains, among other things, (a) details of the number of Haitong UniTrust H Shares to be offered in the Global Offering, the Offer Price range, other details of the Global Offering and (b) certain business and financial information in relation to Haitong UniTrust.

The Prospectus is available for viewing and downloading from the websites of Haitong UniTrust at www.utfinancing.com and the Hong Kong Stock Exchange at www.hkexnews.hk from 21 May 2019. Printed copies of the Prospectus may be obtained, free of charge, at designated locations specified in (a) the formal notice issued by Haitong UniTrust on 21 May 2019 and (b) the Prospectus, during normal business hours from 9:00 a.m. on Tuesday, 21 May 2019 until 12:00 noon on Friday, 24 May 2019.

3. PREFERENTIAL OFFERING

In connection with the Preferential Offering, a blue application form has been despatched on 21 May 2019 to each Qualifying Haitong Securities H Shareholder. In addition, Qualifying Haitong Securities H Shareholders will receive a copy of the Prospectus. The procedures for applying for Haitong UniTrust H Shares pursuant to the Preferential Offering are set out in the Prospectus.

4. EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE RANGE

As disclosed in the Prospectus, the total number of Haitong UniTrust H Shares to be offered pursuant to the Global Offering will be 1,235,300,000 (assuming the Over-allotment Option is not exercised), representing approximately 15.0% of the number of Haitong UniTrust H Shares in issue immediately following the completion of the Global Offering, and 1,420,594,000 (assuming the Over-allotment Option is exercised in full), representing approximately 16.9% of the number of Haitong UniTrust H Shares in issue immediately following the completion of the Global Offering.

The Offer Price for the Haitong UniTrust H Shares in the Global Offering is expected to be not less than HK\$1.88 per Haitong UniTrust H Share and not more than HK\$2.08 per Haitong UniTrust H Share (exclusive of brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee).

On the basis of the number of Haitong UniTrust H Shares to be offered pursuant to the Global Offering and the expected Offer Price range as stated above, if the Global Offering proceeds:

- (a) the market capitalisation of Haitong UniTrust will be between approximately HK\$15,482.4 million and approximately HK\$17,129.4 million (assuming the Over-allotment Option is not exercised) and between approximately HK\$15,830.7 million and approximately HK\$17,514.8 million (assuming the Over-allotment Option is exercised in full);
- (b) the size of the Global Offering will be between approximately HK\$2,322.4 million and approximately HK\$2,569.4 million (assuming the Over-allotment Option is not exercised) and between approximately HK\$2,670.7 million and approximately HK\$2,954.8 million (assuming the Over-allotment Option is exercised in full);
- (c) the Company's percentage holding in Haitong UniTrust will be approximately 85.0% (assuming the Over-allotment Option is not exercised) and approximately 83.1% (assuming the Over-allotment Option is exercised in full) immediately following the completion of the Global Offering.

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) are contained in the Prospectus.

The Global Offering (including the Preferential Offering) is subject to, among other things, (a) the Offer Price being agreed between the joint representatives of the underwriters of the Global Offering (the “**Underwriters**”) and Haitong UniTrust on or about Friday, 24 May 2019 and, in any event, no later than Friday, 31 May 2019 and (b) the obligations of the Underwriters under (i) the underwriting agreement in relation to the Hong Kong Public Offering entered into by, among others, Haitong UniTrust and the underwriters of the Hong Kong Public Offering on 20 May 2019 (the “**Hong Kong Underwriting Agreement**”) and (ii) the underwriting agreement in relation to the international offering of Haitong UniTrust H Shares (the “**International Offering**”) to be entered into by, among others, Haitong UniTrust and the underwriters of the International Offering (the “**International Underwriting Agreement**”) becoming unconditional and not having been terminated in accordance with the respective terms of the Hong Kong Underwriting Agreement and the International Underwriting Agreement.

Accordingly, Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Spin-off and Listing (including the Preferential Offering) will 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.

This announcement is not intended to, and does not, constitute an offer to sell or a solicitation of an offer to subscribe for or purchase any Haitong UniTrust H Shares in connection with the Global Offering or otherwise. Any such offer or solicitation is made solely through the Prospectus or other offering documents that may be issued in compliance with applicable laws and any decision to subscribe for or purchase Haitong UniTrust H Shares in connection with the Global Offering or otherwise should be made solely on the basis of the information contained in the Prospectus and such other offering documents. No action has been or will be taken in any jurisdiction (other than in Hong Kong) that would permit a public offering of the Haitong UniTrust H Shares to be offered in the Global Offering in any jurisdiction where action for that purpose is required, including, but not limited to, the United States of America.

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
21 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