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中國通海國際金融有限公司

CHINA TONGHAI INTERNATIONAL FINANCIAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 952)

DISCLOSURE PURSUANT TO RULES 13.17 AND 13.18 OF THE LISTING RULES

Reference is made to the announcement of China Tonghai International Financial Limited (the “**Company**”) dated 11 July 2018 (the “**July 2018 Announcement**”), 11 July 2019, 10 July 2020 and 31 August 2021 in relation to the banking facility with the Bank. Terms defined in the July 2018 Announcement shall have the same meaning in this announcement unless otherwise defined.

This announcement is made by the Board of the Company in compliance with the requirement under Rules 13.17 and 13.18 of the Listing Rules.

BANKING FACILITY

On 31 December 2021, the Company as borrower entered into a deed of amendment (together with the Banking Facility Agreement, the deed of amendment entered on 11 July 2019, the deed of amendment and restatement entered on 10 July 2020 and the deed of amendment entered on 31 August 2021 collectively, the “**2021 Banking Facility Arrangement**”) with the Bank to extend the banking facility with the existing principal amount of HK\$410,000,000 (the “**Extended Banking Facility**”) for one year from 31 December 2021.

Pursuant to the 2021 Banking Facility Arrangement, Mr. Lu, the ultimate controlling shareholder of the Company, a wholly-owned subsidiary of the Company and an intermediate holding company of the Company, have confirmed the existing personal guarantee and corporate guarantees respectively, in favour of the Bank to guarantee, among others, the due performance of the obligations of the Company under the Extended Banking Facility.

DISCLOSURE UNDER RULE 13.17 OF THE LISTING RULES

Pursuant to the 2021 Banking Facility Arrangement, Oceanwide Holdings International Financial Development Co., Ltd. and Oceanwide Holdings International Co., Ltd., being the immediate controlling shareholders of the Company and China Oceanwide Holdings Limited (stock code: 715) (“**China Oceanwide**”), had still charged 395,254,732 shares of the Company and 3,095,818,070 shares of China Oceanwide respectively, which represents 6.38% of the total issued shares of the Company and 19.18% of total issued shares of China Oceanwide respectively, as at the date of this announcement, in favour of the Bank as security for the Extended Banking facility.

DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

Pursuant to the terms of 2021 Banking Facility Arrangement, Mr. Lu and his parties acting in concert, shall still at all times directly or indirectly beneficially own not less than 60% of the issued shares of the Company. As at the date of this announcement, Mr. Lu, through his controlled corporation, beneficially own approximately 72.51% of the issued shares of the Company. Upon the breach of this condition, the Extended Banking Facility will immediately and automatically be cancelled and all outstanding principal together with accrued interest, and all other amounts accrued under the 2021 Banking Facility Arrangement, become immediately due and payable.

The Company will make continuing disclosure in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the disclosure obligation under Rules 13.17 and 13.18 of the Listing Rules continue to exist.

On behalf of the Board
China Tonghai International Financial Limited
HAN Xiaosheng
Chairman

Hong Kong, 31 December 2021

As at the date of this announcement, the Board of the Company comprises:

Executive Directors:

Mr. HAN Xiaosheng (*Chairman*)
Mr. FANG Zhou (*Deputy Chairman*)
Mr. LIU Hongwei
Mr. Kenneth LAM Kin Hing

Independent Non-executive Directors:

Mr. Roy LO Wa Kei
Mr. KONG Aiguo
Mr. LIU Jipeng
Mr. HE Xuehui
Mr. HUANG Yajun

Non-executive Directors:

Mr. LIU Bing
Mr. ZHAO Yingwei
Mr. ZHAO Xiaoxia