

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 of China Tonghai International Financial Limited.



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)

**UPDATE ON THE DESPATCH OF CIRCULAR
IN RELATION TO
EXTENSION OF LONG STOP DATE OF
THE SETTLEMENT AGREEMENT**

Reference is made to the announcements of China Tonghai International Financial Limited (the “**Company**”) dated 24 August 2021 (the “**Announcement**”), 30 November 2021 (the “**First Supplemental Announcement**”), 31 March 2022 (the “**Second Supplemental Announcement**”), 29 July 2022 (the “**Extension Announcement**”), 21 October 2022 (the “**Second Extension Announcement**”), 16 November 2022 (the “**Third Extension Announcement**”), 30 November 2022 (the “**Delay Announcement**”), 23 December 2022 (the “**First Further Delay Announcement**”) and 30 December 2022 (the “**Second Further Delay Announcement**”) (collectively, the “**Announcements**”) in relation to, among other things, the settlement agreement, the supplemental agreements and the extension of the long stop date of the settlement agreement. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

Reference is also made to the joint announcement issued by the Company and Quam Tonghai Holdings Limited (the “**Offeror**”) dated 15 September 2022 (the “**Rule 3.5 Joint Announcement**”) in relation to the deed of share purchase dated 15 September 2022 entered into among Messrs. Tsui Chi Chiu and So Kit Yee Anita of Ernst & Young Transactions Limited, Oceanwide Holdings IF and the Offeror relating to the sale and purchase of the 4,098,510,000 Shares (the “**Deed of Share Purchase**”) and the possible mandatory unconditional cash offer to be made by Haitong International Securities and

Red Sun, on behalf of the Offeror, to acquire all the issued shares in the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it (other than Oceanwide Holdings International Financial Development Co., Ltd., China Oceanwide Group Limited, Oceanwide Holdings, Oceanwide Energy Holdings Co., Ltd.* (泛海能源控股股份有限公司), China Oceanwide Holdings Group Co., Ltd.* (中國泛海控股集團有限公司), Oceanwide Group Co., Ltd.* (泛海集團有限公司), Tohigh Holdings Co., Ltd.* (通海控股有限公司), Mr. Lu Zhiqiang, Ms. Lu Xiaoyun and Nautical League Limited)) (the “Offer”).

UPDATE ON THE DESPATCH OF CIRCULAR

As disclosed in the Extension Announcement, as additional time is required for the fulfillment of the conditions precedent to the Settlement Agreement, on 29 July 2022, the Company, Oceanwide Holdings and China Oceanwide agreed in writing to further extend the Long Stop Date from 31 July 2022 to 30 June 2023 (or such other date as the parties may agree in writing).

As disclosed in the Third Extension Announcement and the Second Further Delay Announcement, given the Extension constitutes both a major and connected transaction under the Listing Rules and a special deal under the Takeovers Code, the Company will include in one circular (the “Circular”), among other things, information of the Extension, the recommendation of the Extension Independent Board Committee, the advice and recommendation of Altus Capital in relation to the Extension in compliance with the relevant requirements under the Listing Rules and the Takeovers Code, together with a notice of the Extension SGM will be despatched to the Shareholders on or before 3 February 2023 after taking into account the estimated time required by the Company to prepare and finalise certain information to be disclosed in the Circular.

During the preparation of the Circular, the Company noted the announcement of Oceanwide Holdings dated 31 January 2023 in relation to its preliminary unaudited financial information. According to such announcement, based on preliminary unaudited figures, the net loss of Oceanwide Holdings for the year ended 31 December 2022 is expected to range from RMB7.0 billion to RMB10.0 billion, while its net liabilities as at 31 December 2022 is expected to range from RMB0.6 billion to RMB3.6 billion. Following the review of such information, the Company has had preliminary discussions with the management of Oceanwide Holdings to assess potential implications to the Target Company and the Settlement Arrangements. The Company considers that further discussions and assessment are required on such potential implications and to determine the feasibility of closing the Settlement Arrangements by the proposed Long Stop Date, including whether the shares of the Target Company directly held by Oceanwide Holdings which are entirely frozen by the PRC courts as a result of ongoing litigation cases can be unfrozen in time for closing of the Settlement Arrangements. In the event that the Company, after such assessment, considers that it is not feasible for the Settlement Arrangements to be closed by the proposed Long Stop Date, the Company may decide not to proceed with the Extension and the Settlement Arrangements.

If the Company decides to continue to proceed with the Settlement Arrangements after the assessment, the Company shall proceed with the Extension and further delay the despatch of the Circular to a date on or before 13 February 2023, and accordingly, the Extension SGM and record date will be rescheduled, details of which will be announced in due course. If the Company decides not to proceed with the Settlement Arrangements after the assessment, the Company will not proceed with the Extension and may terminate the Settlement Agreement accordingly and the Circular will not be despatched. Further announcement will be made in accordance with the Listing Rules and the Takeovers Code on the assessment outcome and whether the Company will proceed with the Extension and the Settlement Arrangements, before the despatch of the Circular.

As the Extension and the Settlement Arrangements may or may not proceed, Shareholders and other investors are reminded to exercise caution in dealing in the securities of the Company.

On behalf of the Board
China Tonghai International Financial Limited
FANG Zhou
Deputy Chairman

Hong Kong, 3 February 2023

As at the date of this announcement, the Board 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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.

* *The English name is a transliteration of the relevant Chinese name and are included here for identification purposes only*