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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)

NOTICE OF EXTENSION SPECIAL GENERAL MEETING

Notice is hereby given that a special general meeting of China Tonghai International Financial Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) (the “**Extension SGM**”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 10 March 2023 at 11:30 a.m. for the purpose of considering and, if thought fit, approving the ordinary resolutions of the Company, with or without amendments.

ORDINARY RESOLUTIONS

1. “**THAT** the Extension and the transaction contemplated thereunder as defined and described in the circular of the Company dated 3 February 2023 (the “**Circular**”), which constitutes a special deal under Rule 25 of the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”) be and are hereby approved, confirmed and ratified.”
2. “**THAT:**
 - (a) subject to the passing of resolution 1 set out above in the notice convening the Extension SGM of which this resolution forms part and the consent from the executive director of the Corporate Finance Division of the Securities and Futures Commission from time to time and any delegate of such executive director regarding the Extension and the transaction contemplated thereunder is obtained, the Extension and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may necessary, appropriate, desirable or expedient to implement and/or give effect to the Extension and the transactions contemplated thereunder, as aforesaid.”

By order of the Board of
China Tonghai International Financial Limited
FANG Zhou
Deputy Chairman

Hong Kong, 13 February 2023

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*
18th and 19th Floors
China Building
29 Queen’s Road Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having deposited a form of proxy to the branch share registrar of the Company in Hong Kong, your form or forms of proxy shall be deemed to be revoked.
3. In the case of joint holders, any one of such holders may attend and vote at the meeting either personally or by proxy, but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of the said persons so present whose name stands first on the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under common seal, or under the hand of any officer or attorney or other person, duly authorised; and the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority must be deposited at the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extension SGM or any adjourned meeting thereof.

5. The Directors have fixed 4:30 p.m. on Monday, 6 March 2023 as the record time and date for ascertaining entitlement of the shareholders of the Company (the “**Shareholder(s)**”) to attend and vote at the meeting. All transfers of shares accompanied by the relevant share certificates must be lodged with the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at the address set out at Note (4) above not later than 4:30 p.m. on Monday, 6 March 2023.
6. If a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at any time between 8:00 a.m. to 11:30 a.m. on the date of Extension SGM, the Extension SGM will not be held on that day but will be automatically postponed. The Company will publish an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.tonghaifinancial.com) to notify the members of the Company of the date, time and place of the rescheduled meeting.
7. In view of the ongoing novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the Extension SGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:
 - (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the Extension SGM venue. Any person with a body temperature of over 37.4 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the Extension SGM venue or be required to leave the Extension SGM venue;
 - (ii) the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the Extension SGM at all times, and to maintain a safe distance between seats;
 - (iii) no refreshment will be served at the Extension SGM;
 - (iv) no corporate gift will be distributed at the Extension SGM; and
 - (v) each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Extension SGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the Extension SGM venue or be required to leave the Extension SGM venue.

Any person who does not comply with above requirements may be denied entry into the Extension SGM venue or be required to leave the Extension SGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the Extension SGM venue or require any person to leave the Extension SGM venue in order to ensure the safety of other attendees at the Extension SGM. In our case, denied entry to the Extension SGM venue also means that person will not be allowed to attend the Extension SGM. If any attendee is denied from entering or is required to leave the Extension SGM venue, the attendee will be able to vote by submitting a voting slip to the scrutineer at the entrance of the Extension SGM venue.

In the interest of all stakeholders’ health and safety and in accordance with recent guidelines for prevention and control of the spread of novel coronavirus, the Company reminds all Shareholders that physical attendance in person at the Extension SGM is not necessary for the purpose of exercising voting rights. As an alternative, the Shareholders may complete the proxy forms and appoint the chairman of Extension SGM as their proxy to vote on the relevant resolutions at the Extension SGM instead of attending the Extension SGM in person. Shareholders who choose to do so

should take action as soon as possible to ensure the proxy instructions reach the branch share registrar of the Company in Hong Kong not less than 48 hours before the time appointed for holding the Extension SGM or any adjourned meeting thereof. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her/its discretion.

8. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Takeovers Code, only the Independent Shareholders (as defined in the Circular) will be entitled to vote by way of a poll at the meeting for the resolutions set out above.

As at the date of this notice, 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