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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)

**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**”), 30 December 2022 (the “**Second Further Delay Announcement**”), 3 February 2023 (the “**Update Announcement**”) and 10 February 2023 (the “**Further Update Announcement**”) (collectively, the “**Announcements**”) and the circular (the “**Circular**”) dated 13 February 2023 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 announcements issued by the Company and Quam Tonghai Holdings Limited (the “**Offeror**”) dated 15 September 2022 (the “**Rule 3.5 Joint Announcement**”) and 3 February 2023 (the “**Rule 3.6 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 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 Circular containing, among others, (i) information of the Extension; (ii) the recommendation of the Extension Independent Board Committee in respect of the Extension; (iii) a letter from the Extension Independent Financial Adviser to the Extension Independent Board Committee and the Independent Shareholders containing its advice and recommendation on the Extension; and (iv) a notice of the Extension SGM, has been despatched to the Shareholders on Monday, 13 February 2023.

The Extension SGM will be convened and 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., details of which are set out in the Notice of Extension SGM contained in the Circular.

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

Hong Kong, 13 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*