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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)**

**(1) POLL RESULTS OF THE EXTENSION SPECIAL GENERAL  
MEETING HELD ON 10 MARCH 2023;  
AND  
(2) GRANT OF THE CONSENT TO SPECIAL DEAL**

Reference is made to the circular of China Tonghai International Financial Limited (the “**Company**”) dated 13 February 2023 (the “**Circular**”) and the notice of the Extension SGM of the same date (the “**Notice**”), in relation to the extension of Long Stop Date of the Settlement Agreement. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless the context requires otherwise.

**POLL RESULTS OF THE EXTENSION SGM**

The Board is pleased to announce that the ordinary resolutions as set out in the notice of Extension SGM dated 13 February 2023 was duly passed by the Independent Shareholders by way of poll at the Extension SGM held on 10 March 2023.

As at the date of the Extension SGM, the total number of issued Shares is 6,197,049,220 Shares. The Shareholders, authorised proxies or authorised representatives holding in aggregate of 598,769,360 Shares, which are all held by Independent Shareholders, representing approximately 9.66% of the total voting Shares, were present at the Extension SGM.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, was appointed as scrutineer for the purpose of vote-taking at the Extension SGM.

The voting results of the poll taken at the Extension SGM in respect of each of the resolutions were as follow:

Ordinary Resolutions		Number of votes (approximate % of total number of votes cast)	
		For	Against
1.	To approve the Extension as defined and described in the Circular, which constitutes a special deal under Rule 25 of the Takeovers Code. <i>(Note)</i>	598,769,360 (100%)	0 (0%)
2.	Subject to the passing of resolution 1 set out in the notice of Extension SGM and the consent from the executive director of the Corporate Finance Division of the Securities and Futures Commission, to approve the Extension and the transaction contemplated thereunder. <i>(Note)</i>	598,769,360 (100%)	0 (0%)

*Note: The full text of the resolutions were set out in the Notice.*

As disclosed in the Circular, the Offeror, Mr. LAM, Mr. HAN and other Directors (excluding the members of the Extension Independent Board Committee) and the Vendor Group are involved in and/or interested in the Settlement Agreement (as amended by the First Supplemental Agreement and the Second Supplemental Agreement) and the Extension (otherwise than solely as Shareholders) collectively, the “**Relevant Shareholders**”, and were required to abstain from voting in respect of the relevant resolutions at the Extension SGM.

For resolutions numbered 1 and 2, the Offeror, Mr. LAM and the Vendor, representing an aggregate of 4,606,837,565 Shares (approximately 74.34% of the issued Shares, other than these Shares, the other Relevant Shareholders do not hold any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company as at the date of this announcement), abstained from voting on ordinary resolutions numbered 1 to 2 at the Extension SGM. The total number of Shares entitling Independent Shareholders to attend and vote for or against on ordinary resolutions numbered 1 and 2 at the Extension SGM was 1,590,211,655 Shares, representing approximately 25.66% of the issued Shares as at the date of the Extension SGM. Save as disclosed, (i) there were no Shares entitling the Shareholders to attend the Extension SGM but abstain from voting in favour as set out in Rule 13.40 of the Listing Rules, (ii) no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the Extension SGM and (iii) no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the Extension SGM.

As more than 50% of the votes were cast in favour of each of the resolutions, resolutions numbered 1 to 2 were duly passed as ordinary resolutions.

Mr. HAN Xiaosheng, Mr. FANG Zhou, Mr. LIU Hongwei, Mr. Kenneth LAM Kin Hing, Mr. ZHAO Yingwei, Mr. ZHAO Xiaoxia, Mr. Roy LO Wa Kei, Mr. KONG Aiguo, Mr. LIU Jipeng, Mr. HE Xuehui and Mr. HUANG Yajun attended the Extension SGM in person or by electronic means, whereas Mr. LIU Bing was unable to attend the Extension SGM due to his other business arrangements.

## **CONSENT TO THE SPECIAL DEAL**

On 9 March 2023, the Executive has conditionally consented to the special deal, subject to the special deal being approved by a vote of the Independent Shareholders at the Extension SGM, to be taken on a poll. As the special deal has been approved by the Independent Shareholders at the Extension SGM by way of poll, the aforementioned condition of the special deal has been fulfilled as at the date of this announcement.

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

Hong Kong, 10 March 2023

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 statements in this announcement misleading.*