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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 RULE 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, 31 August 2021 and 31 December 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 Rule 13.18 of the Listing Rules.

BANKING FACILITY

On 28 March 2023, the Company as borrower entered into a deed of amendment (the “**Deed**” and 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, the deeds of amendment entered on 31 August 2021 and 31 December 2021, collectively, the “**Revised Banking Facility Arrangement**”) with the Bank to extend the banking facility with the principal amount of HK\$330,000,000 (the “**Extended Banking Facility**”) from the date on which the conditions precedent under the Deed are fulfilled (the “**Effective Date**”) to 29 December 2023.

The Effective Date of the Deed is 29 March 2023.

DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

Pursuant to the terms of Revised Banking Facility Arrangement, it requires Mr. Kenneth LAM Kin Hing (“**Mr. Lam**”, the executive director of the Company) to maintain controlling interest in Quam Tonghai Holdings Limited (“**QTH**”) or QTH shall at all times directly beneficially own not less than 60% of the issued shares of the Company. As at the date of this announcement, Mr. Lam maintained controlling interest in QTH and QTH beneficially own approximately 66.14% 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 Revised 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 Rule 13.18 of the Listing Rules continue to exist.

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

Hong Kong, 29 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