

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint 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.



Quam Tonghai Holdings Limited
華新通有限公司
*(incorporated in Hong Kong with
limited liability)*

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)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT
RELATING TO
MANDATORY UNCONDITIONAL CASH OFFER
BY HAITONG INTERNATIONAL SECURITIES COMPANY LIMITED
AND
RED SUN CAPITAL LIMITED
FOR AND ON BEHALF OF QUAM TONGHAI HOLDINGS LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
CHINA TONGHAI INTERNATIONAL FINANCIAL LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY
QUAM TONGHAI HOLDINGS LIMITED AND
PARTIES ACTING IN CONCERT WITH IT
(OTHER THAN THE VENDOR GROUP))**

Joint financial advisers to the Offeror



Financial adviser to the Company

**Independent Financial Adviser to
the Independent Board Committee**



References are made to (i) the joint announcement issued by China Tonghai International Financial Limited (the “**Company**”) and Quam Tonghai Holdings Limited (the “**Offeror**”) dated 15 September 2022 in relation to the Deed of Share Purchase and the possible Offer; (ii) the joint announcement issued by the Company and the Offeror dated 6 October 2022 in relation to the delay in despatch of the Composite Document; (iii) the joint announcements issued by the Company and the Offeror dated 4 November 2022, 6 December 2022, 5 January 2023, 3 February 2023, 3 March 2023 and 3 April 2023 in relation to the update on the Offer; and (iv) the composite offer and response document jointly issued by the Offeror and the Company dated 12 April 2023 (the “**Composite Document**”). Unless the context otherwise required, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, together with the accompanying Form of Acceptance, containing, among others, (i) the terms and conditions of the Offer; (ii) the letter from Haitong International Securities and Red Sun; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in respect of the Offer; and (v) the letter from Emperor Corporate Finance containing its advice to the Independent Board Committee in respect of the terms of the Offer and as to the acceptance of the Offer, has been despatched to the Shareholders on 12 April 2023 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable set out below, as reproduced from the Composite Document, is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all references to date and time contained in this joint announcement refer to Hong Kong date and time.

Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Wednesday, 12 April 2023
Latest time and date for acceptance of the Offer (<i>Notes 2 and 5</i>)	4:00 p.m. on Wednesday, 3 May 2023
Closing Date (<i>Notes 3 and 5</i>)	Wednesday, 3 May 2023

Announcement of the results of the Offer (or its extension or revision, if any) as at the Closing Date, to be posted on the website of HKEXnews (*Notes 3 and 5*) no later than 7:00 p.m. on Wednesday, 3 May 2023

Latest date for posting of remittances for the amount due in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the Closing Date (*Notes 4 and 5*) Friday, 12 May 2023

Notes:

1. The Offer, which is unconditional, is open for acceptance on and from Wednesday, 12 April 2023, being the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “5. RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document.
2. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
3. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offer will initially remain open for acceptances until 4:00 p.m. on Wednesday, 3 May 2023 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror and the Company will jointly issue an announcement through the website of HKEXnews by 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been extended, revised or expired. In any event that the Offeror decides to extend the Offer, the joint announcement will state either the next closing date of the Offer or, a statement that the Offer will remain open until further notice. In the latter case, at least 14 days’ notice in writing must be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
4. Remittances in respect of the cash consideration (after deducting the seller’s Hong Kong ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered (as the case may be) under the Offer will be despatched to the accepting Independent Shareholder(s), respectively, (to the address specified on the relevant Form of Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event within seven (7) business days (as defined in the Takeovers Code) following date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete and valid, in accordance with the Takeovers Code.

5. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning or “extreme conditions” caused by super typhoon:
- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force at and after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the latest date for posting of remittances will remain on the same Business Day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code and the posting of remittances will be made on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.
6. Save as mentioned above, if the latest time for acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

The Offer is unconditional in all respects. Independent Shareholders are strongly advised to read the Composite Document and the accompanying Form of Acceptance carefully, in particular the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser therein, before deciding whether or not to accept the Offer. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

By order of the board of
Quam Tonghai Holdings Limited

Kenneth LAM Kin Hing
Director

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

Hong Kong, 12 April 2023

As at the date of this joint 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 joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror in their capacity as directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. Kenneth LAM Kin Hing and Mr. HAN Xiaosheng. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as directors of the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The English text of this joint announcement shall prevail over its Chinese text.