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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your shares in China Tonghai International Financial Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the SGM to be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Friday, 30 June 2023 at 10:30 a.m. is set out on pages SGM-1 to SGM-3 of this circular.

Whether or not you are able to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire. In the event that you attend the meeting after having deposited a form of proxy, your form of proxy shall be deemed to be revoked.

7 June 2023

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## DEFINITIONS

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*In this circular, unless the contents otherwise requires, the following expressions have the meanings as set out below.*

“Board”	the board of Directors
“Company”	China Tonghai International Financial Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange (Stock Code: 952)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	1 June 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China Tonghai International Financial Limited” to “Quam Plus International Financial Limited” and to adopt the Chinese name “華富建業國際金融有限公司” as the secondary name of the Company in place of the existing Chinese name “中國通海國際金融有限公司”
“SGM”	the special general meeting of the Company to be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Friday, 30 June 2023 at 10:30 a.m., notice of which is set out on pages SGM-1 to SGM-3 of this circular
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. HAN Xiaosheng (Co-Chairman)  
Mr. LIU Hongwei  
Mr. Kenneth LAM Kin Hing (Co-Chairman)  
Mr. LAM Wai Hon

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Director:*

Mr. FANG Zhou

*Head Office and Principal Place of*

*Business in Hong Kong:*  
5/F and 24/F (Rooms 2401 and 2412)  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

*Independent Non-executive Directors:*

Mr. Roy LO Wa Kei  
Mr. LIU Jipeng

7 June 2023

*To the Shareholders,*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 19 May 2023. The purpose of this circular is to provide you with (i) information regarding the special resolution to be proposed at the SGM relating to the Proposed Change of Company Name; and (ii) the notice of the SGM.

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposed to change the English name of the Company from “China Tonghai International Financial Limited” to “Quam Plus International Financial Limited” and to adopt the Chinese name “華富建業國際金融有限公司” as the secondary name of the Company in place of the existing Chinese name “中國通海國際金融有限公司”.

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## LETTER FROM THE BOARD

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### **Conditions for the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in Bermuda approving the Proposed Change of the Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date the Registrar of Companies in Bermuda registers the proposed new English name in place of the existing English name of the Company and registers the proposed secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda. Thereafter, the Company will comply with the necessary filing procedures in Hong Kong.

### **Reasons for the Proposed Change of Company Name**

The Board considers the Proposed Change of Company Name will provide the Company with a more defined corporate image and identity which will benefit the Company's future business development. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing Share certificates for new Share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new Share certificates will be issued under the new name of the Company.

The Company will make further announcement(s) on the Proposed Change of the Company Name and the effective dates of the Proposed Change of Company Name and the new stock short name of the Company under which the Shares will be traded on the Stock Exchange and the address of the new website of the Company as and when appropriate.

The Proposed Change of Company Name will not affect the Group's daily business operations and its financial position.

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## LETTER FROM THE BOARD

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### SGM

The SGM will be convened and held for the purposes of considering and, if thought fit, passing the relevant resolution to approve the Proposed Change of Company Name.

A notice convening the SGM to be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Friday, 30 June 2023 at 10:30 a.m. is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you will be able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so desire and in such event, the instrument appointing the proxy shall be deemed to have been revoked. Voting on the proposed resolution at the SGM will be taken by poll.

### RECORD DATE

The Board has fixed 4:30 p.m. on Monday, 26 June 2023 as the record time and date for ascertaining Shareholders' entitlement to attend and vote at the SGM. All transfers of Shares accompanied by the relevant share certificates must be lodged with 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 not later than 4:30 p.m. on Monday, 26 June 2023.

### VOTING AT THE SGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the resolution proposed at the SGM shall be voted by poll. The results of the poll will be announced in accordance with Rule 13.39(5) of the Listing Rules after the conclusion of the SGM.

No Shareholders are required to abstain from voting on the special resolution of the Proposed Change of Company Name.

### RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the SGM to approve the Proposed Change of Company Name.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**China Tonghai International Financial Limited**  
**HAN Xiaosheng**  
*Co-Chairman*

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## NOTICE OF SGM

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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 SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of China Tonghai International Financial Limited (the “**Company**”) will be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Friday, 30 June 2023 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as the special resolution of the Company:

### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “China Tonghai International Financial Limited” to “Quam Plus International Financial Limited”, and the Chinese name “華富建業國際金融有限公司” be adopted as the secondary name of the Company to replace its existing Chinese name “中國通海國際金融有限公司” (collectively, the “**Change of Company Name**”) and that any one or more of the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

**China Tonghai International Financial Limited**

**HAN Xiaosheng**

*Co-Chairman*

Hong Kong, 7 June 2023

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of  
Business in Hong Kong:*

5/F and 24/F (Rooms 2401 and 2412)  
Wing On Centre  
111 Connaught Road Central  
Hong Kong



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## NOTICE OF SGM

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*Notes:*

1. A proxy form to be used for the SGM is enclosed with the circular dated 7 June 2023 issued by the Company.
2. 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 Byelaws 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.
3. 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.
4. 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.
5. 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 its 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, 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 meeting or any adjourned meeting.
6. The board of directors of the Company has fixed 4:30 p.m. on Monday, 26 June 2023 as the record time and date for ascertaining Shareholders' entitlement to attend and vote at the meeting. All transfers of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at the address set out at Note (5) above not later than 4:30 p.m. on Monday, 26 June 2023.
7. If tropical cyclone warning signal no. 8 or above is in force in Hong Kong at any time between 8:00 a.m. to 10:00 a.m. on the date of the meeting, the special general meeting will not be held on that day but will be automatically postponed. The Company will publish an announcement on the websites of HKEXnews ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tonghaifinancial.com](http://www.tonghaifinancial.com)) respectively to notify the members of the Company of the date, time and place of the rescheduled meeting. The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the SGM under bad weather conditions bearing in mind their own situations and if they should choose to so do, they are advised to exercise care and caution.

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## NOTICE OF SGM

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As at the date of this notice, the Board of the Company comprises:

***Executive Directors:***

Mr. HAN Xiaosheng (*Co-Chairman*)  
Mr. LIU Hongwei  
Mr. Kenneth LAM Kin Hing (*Co-Chairman*)  
Mr. LAM Wai Hon

***Independent Non-executive Directors:***

Mr. Roy LO Wa Kei  
Mr. LIU Jipeng

***Non-executive Director:***

Mr. FANG Zhou