

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



華富建業國際金融有限公司

QUAM PLUS INTERNATIONAL FINANCIAL LIMITED

(Formerly known as China Tonghai International Financial Limited)

(Incorporated in Bermuda with limited liability)

(Stock Code: 952)

(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 20 JULY 2023; AND (2) GRANT OF THE CONSENT TO SPECIAL DEAL

Reference is made to the circular of Quam Plus International Financial Limited (formerly known as China Tonghai International Financial Limited) (the “**Company**”) dated 28 June 2023 (the “**Circular**”) and the notice of the SGM of the same date (the “**Notice**”), in relation to the Settlement Arrangement in relation to Debt C. 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 SGM

The Board announces that the ordinary resolutions as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the SGM held on 20 July 2023.

As at the date of the SGM, the total number of issued Shares is 6,197,049,220 Shares.

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 SGM.

The voting results of the poll taken at the 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 Settlement Arrangement and the transaction contemplated as defined and described in the Circular, which constitutes a special deal under Rule 25 of the Takeovers Code. <i>(Note)</i>	592,580,614 (100%)	0 (0%)
2.	Subject to the passing of resolution 1 set out in the notice of SGM and the consent from the executive director of the Corporate Finance Division of the Securities and Futures Commission, to approve the Settlement Arrangement and the transaction contemplated thereunder. <i>(Note)</i>	592,580,614 (100%)	0 (0%)

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

As disclosed in the Circular, Oceanwide Holdings IF, the Offeror, Mr. LU Zhiqiang, Ms. LU, Mr. LAM, Mr. HAN and their respective parties acting in concert are involved in and/or interested in the Settlement Arrangement (otherwise than solely as Shareholders) (collectively known as the “**Relevant Shareholders**”), they were required to abstain from voting in respect of the relevant resolutions at the SGM.

For resolutions numbered 1 and 2, the Offeror, Mr. LAM and Oceanwide Holdings IF, representing an aggregate of 4,725,137,136 Shares (approximately 76.25% of the issued Shares), abstained from voting on ordinary resolutions numbered 1 to 2 at the SGM. 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. The total number of Shares entitling Independent Shareholders to attend and vote for or against on ordinary resolutions numbered 1 and 2 at the SGM was 1,471,912,084 Shares, representing approximately 23.75% of the issued Shares as at the date of the SGM. Save as disclosed, (i) there were no Shares entitling the Shareholders to attend the 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 SGM and (iii) no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the 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. Kenneth LAM Kin Hing, Mr. LIU Hongwei, Mr. LAM Wai Hon, Mr. FANG Zhou, Mr. Roy LO Wa Kei and Mr. LIU Jipeng attended the SGM in person or by electronic means.

WAIVER OF THE FRUSTRATING ACTION AND CONSENT TO THE SPECIAL DEAL

As disclosed in the Circular, the Settlement Arrangement constitutes a frustrating action pursuant to Rule 4 of the Takeovers Code and a special deal under Rule 25 of the Takeovers Code.

On 13 July 2023, the Executive has waived the requirement for the Company to obtain Shareholders approval at the SGM to approve the Settlement Arrangement pursuant to Note 1 to Rule 4 of the Takeovers Code and has conditionally consented to the special deal, subject to the special deal being approved pursuant to Rule 25 of the Takeovers Code by a vote of the Independent Shareholders at the SGM, to be taken on a poll. As the special deal has been approved by the Independent Shareholders at the SGM by way of poll, the aforementioned condition of the special deal has been fulfilled as at the date of this announcement.

On behalf of the Board
Quam Plus International Financial Limited
HAN Xiaosheng
Co-Chairman

Hong Kong, 20 July 2023

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

Executive Directors:

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

Independent Non-executive Directors:

Mr. Roy LO Wa Kei
Mr. LIU Jipeng

Non-executive Director:

Mr. FANG Zhou

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.