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Ocean Wisdom Investments Limited

智海投資有限公司

(Incorporated in Hong Kong with limited liability)

Southwest Securities International Securities Limited

西證國際證券股份有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 812)

JOINT ANNOUNCEMENT

**MONTHLY UPDATE IN RELATION TO
UNCONDITIONAL MANDATORY CASH OFFER BY
GOLDLINK SECURITIES LIMITED
FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE
ALL THE ISSUED SHARES IN
SOUTHWEST SECURITIES INTERNATIONAL SECURITIES LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR
AGREED TO BE ACQUIRED BY
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror

Nuada Limited

Offer agent to the Offeror



Independent Financial Adviser to the Independent Board Committee



References are made to (i) the announcement dated 21 June 2024 jointly issued by Ocean Wisdom Investments Limited (the “**Offeror**”) and Southwest Securities International Securities Limited (the “**Company**”) (the “**Rule 3.5 Announcement**”) in relation to, among others, the unconditional mandatory cash offer by Goldlink Securities Limited for and on behalf of the Offeror for all the issued shares in the Company (other than those shares already owned or agreed to be acquired by the offeror and parties acting in concert with it); (ii) the announcements dated 12 July 2024 jointly issued by the Offeror and the Company (the “**Delay in Despatch Announcement**”) in relation to the delay in despatch of composite document in respect of the Offer; and (iii) the announcements dated 15 July 2024 jointly issued by the Offeror and the Company (the “**Clarification Announcement**”) in

relation to the clarification of the content of the Delay in Despatch Announcement (collectively, the “**Joint Announcements**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcements.

The Offeror and the Company wish to update the Shareholders and potential investors of the Company on the latest development of the Offer.

As disclosed in the Rule 3.5 Announcement, the Offer will only be made if Completion takes place, and Completion is conditional upon the fulfilment of (or waiver of, as appropriate) the Conditions.

As at the date of this joint announcement, save for the Condition that the SFC having no further comment on the Rule 3.5 Announcement, none of the other Conditions has been fully fulfilled. Mr. Wong Man Hin Max (“**Mr. Wong**”) has submitted application to the SFC regarding potential change in substantial shareholder of the Company and its Licensed Corporations. Mr. Wong also procured the Independent Lender to enter into the Financing Agreement with the Company on 2 July 2024. The Company has published the Special Deal Circular with the date of the SGM being 21 August 2024. Save for the aforesaid, there is no further update in respect of the fulfilment of the Conditions from the date of the Rule 3.5 Announcement.

As disclosed in the Delay in Despatch Announcement and the Clarification Announcement, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code, and the Executive has granted its consent to extend the latest date of posting of the Composite Document to the Shareholders to 6 December 2024.

Further announcement(s) setting out the progress and any material developments in relation to the Sale and Purchase Agreement and the Offer will be made as and when necessary in accordance with the Listing Rules and/or the Takeovers Code (as the case may be) and/or on a monthly basis until the despatch of the Composite Document.

CONTINUED SUSPENSION OF TRADING

Trading in the Company’s shares on the Stock Exchange, which was suspended with effect from 9:00 a.m. on 4 March 2024, remains suspended and will continue to be so until the Company fulfils the resumption guidance issued by the Stock Exchange to the Company (and any supplement or modification thereto). The Company will publish further

announcement(s) to inform the Shareholders of its progress in complying with the resumption guidance as and when appropriate, as well as quarterly updates on its development pursuant to Rule 13.24A of the Listing Rules.

For and on behalf of
Ocean Wisdom Investments Limited
Wong Man Hin Max
Sole Director

By order of the Board
**Southwest Securities International
Securities Limited**
Huang Changsheng
*Executive Director and
Chief Executive Officer*

Hong Kong, 15 August 2024

As of the date of this joint announcement, the executive director of the Company is Mr. Huang Changsheng (Chief Executive Officer); and the independent non-executive directors of the Company are Mr. Meng Gaoyuan, Mr. Liang Jilin and Mr. Cao Ping.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Wong Man Hin Max.

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, Mr. Wong and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director 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 statements in this joint announcement misleading.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) 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 in this joint announcement misleading.

* *For identification purpose only*