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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 of China Tonghai International Financial Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) (the “**SGM**”) will be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong Kong on Thursday, 20 July 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the ordinary resolutions of the Company, with or without amendments.

ORDINARY RESOLUTIONS

1. “**THAT** the Settlement Arrangement and the transaction contemplated thereunder as defined and described in the circular of the Company dated 28 June 2023 (the “**Circular**”), which constitutes a special deal under Rule 25 of the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”) be and are hereby approved, confirmed and ratified.”

2. **“THAT:**

- (a) subject to the passing of resolution 1 set out above in the notice convening the SGM of which this resolution forms part and the consent from the executive director of the Corporate Finance Division of the Securities and Futures Commission from time to time and any delegate of such executive director regarding the Settlement Arrangement and the transaction contemplated thereunder is obtained, the Settlement Arrangement and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the **“Directors”**) be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may necessary, appropriate, desirable or expedient to implement and/or give effect to the Settlement Arrangement and the transactions contemplated thereunder, as aforesaid.”

By order of the Board of
China Tonghai International Financial Limited
HAN Xiaosheng
Co-Chairman

Hong Kong, 28 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

Notes:

- 1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint the chairman of the SGM as his proxy or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the Bye-laws 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.
- 2. The chairman of the SGM will be a member of the Independent Board Committee that is independent of the Company and who does not hold any Shares or is otherwise interested in the Settlement Arrangement and the transactions contemplated thereunder at the SGM.

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, Tricor Tengis Limited at 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 SGM or any adjourned meeting.
6. The Directors have fixed 4:30 p.m. on Friday, 14 July 2023 as the record time and date for ascertaining entitlement of the shareholders of the Company (the “Shareholder(s)”) to attend and vote at the meeting. All transfers of shares accompanied by the relevant share certificates must be lodged with the office of 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 Friday, 14 July 2023.
7. If a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at any time between 8:00 a.m. to 11:00 a.m. on the date of SGM, the SGM 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) and the Company (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 so to do, they are advised to exercise case and caution.
8. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Takeovers Code, only the Independent Shareholders (as defined in the Circular) will be entitled to vote by way of a poll at the meeting for the resolutions set out above.

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