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中國通海國際金融有限公司
CHINA TONGHAI INTERNATIONAL FINANCIAL LIMITED

(Formerly known as China Oceanwide International Financial Limited)
(Incorporated in Bermuda with limited liability)
(Stock Code: 952)

**DISCLOSURE PURSUANT TO RULES 13.17 and 13.18
OF THE LISTING RULES**

This announcement is made by the board of directors (the “Board”) of China Tonghai International Financial Limited (the “Company”) in compliance with the requirement under Rule 13.17 and 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Hong Kong Dollar One Billion Banking Facility

On 11 July 2018, the Company as borrower entered into a facility agreement (the “Banking Facility Agreement”) offered by a licensed bank in Hong Kong as lender (the “Bank”) in relation to a revolving credit facility with a total loan amount of up to HK\$1,000,000,000 (“Banking Facility”) which shall be available for drawdown with 11 months from the date of Banking Facility Agreement.

Pursuant to the Banking Facility Agreement, Mr. Lu Zhiqiang (盧志強) (“Mr. Lu”), the ultimate controlling shareholder of the Company, and a wholly-owned subsidiary of the Company, shall provide a personal guarantee and corporate guarantee respectively, in favour of the Bank to secure, among others, the due and punctual observance and performance by the Company under the Banking Facility Agreement and other ancillary documents.

Disclosure under Rule 13.17 of the Listing Rules

Pursuant to the Banking Facility Agreement and in order to secure the Company’s obligations under the Banking Facility, Oceanwide Holdings International Financial Development Co., Ltd. and Oceanwide Holdings International Co., Ltd., being the immediate controlling shareholders of the Company and China Oceanwide Holdings Limited (stock code: 715) (“China Oceanwide”), shall charge 395,254,732 shares of the Company and 3,016,279,070 shares of China Oceanwide respectively, which represents 6.35% of the total issued shares of the Company and 18.69% of total issued shares of China Oceanwide respectively, as at the date hereof, in favour of the Bank.

Disclosure under Rule 13.18 of the Listing Rules

Pursuant to the terms of Banking Facility Agreement, Mr. Lu and his parties acting in concert, shall at all time directly or indirectly beneficially own 60% of the issued shares of the Company. As at the date of this announcement, Mr. Lu, through his controlled corporation, beneficially own approximately 72.24% of the issued shares of the Company. Upon the breach of this condition, the Banking Facility will immediately and automatically be cancelled and all outstanding loans, together with accrued interest, and all other amounts accrued under the Banking Facility Agreement, become immediately due and payable by the Company.

The Company will make continuing disclosure in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the disclosure obligation under Rule 13.17 and 13.18 of the Listing Rules continue to exist.

On behalf of the Board
China Tonghai International Financial Limited
HAN Xiaosheng
Chairman

Hong Kong, 11 July 2018

As at the date of this announcement, the board of directors of China Tonghai International Financial Limited comprises six executive directors, namely Mr. HAN Xiaosheng, Mr. ZHANG Bo, Mr. ZHANG Xifang, Mr. FENG Henian, Mr. LIU Hongwei and Mr. Kenneth LAM Kin Hing; four non-executive directors, namely Mr. Bernard POULIOT, Mr. LIU Bing, Mr. ZHAO Yingwei and Mr. ZHAO Xiaoxia; and five independent non-executive directors, namely Mr. Roy LO Wa Kei, Mr. KONG Aiguo, Mr. LIU Jipeng, Mr. HE Xuehui and Mr. HUANG Yajun.