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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)**

**DISCLOSEABLE TRANSACTION**  
**SUBSCRIPTION OF NOTES ISSUED BY**  
**FANTASIA HOLDINGS GROUP CO., LIMITED**

**THE SUBSCRIPTION**

The Board is pleased to announce that on 3 May 2018, the Subscriber subscribed through Oceanwide Securities to the Notes to be issued by the Issuer and has been allocated in the principal amount of US\$9 million (equivalent to approximately HK\$70 million).

**LISTING RULES IMPLICATIONS**

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscription is more than 5% but all are less than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement thereunder.

## THE SUBSCRIPTION

On 3 May 2018, the Subscriber subscribed through Oceanwide Securities to the Notes to be issued by the Issuer and has been successfully allocated the Notes in the principal amount of US\$9 million (equivalent to approximately HK\$70 million). A summary of the terms and conditions of the Notes is set out below:

<b>Issuer of the Notes:</b>	Fantasia Holdings Group Co., Limited, a company incorporated in the Cayman Islands with limited liability and listed on the Stock Exchange (stock code: 1777)
<b>Guarantor of the Notes:</b>	the Subsidiary Guarantors
<b>Principal amount allocated to the Company:</b>	US\$9 million (equivalent to approximately HK\$70 million)
<b>Maturity date of the Notes:</b>	8 March 2021
<b>Interest:</b>	8.375% per annum, payable semi-annually in arrears
<b>Listing:</b>	the Notes will be listed on the Singapore Exchange Securities Trading Limited
<b>Remarks:</b>	the Notes constitutes general obligations of the Issuer. The Notes will be (i) senior in right of payment to any existing and future obligations of the Issuer expressly subordinated in right of payment to the Notes, (ii) at least <i>pari passu</i> in right of payment against the Issuer with all other unsecured, unsubordinated indebtedness of the Issuer (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law), (iii) effectively subordinated to the secured obligations (if any) of the Issuer and the Subsidiary Guarantors, to the extent of the value of the assets serving as security therefor (other than the collateral securing the Notes), and (iv) effectively subordinated to all existing and future obligations of the subsidiaries which does not form part of the Subsidiary Guarantors.

Oceanwide Securities acted as the joint lead manager and joint bookrunner in the Note offering.

## **REASONS FOR AND THE BENEFITS OF THE SUBSCRIPTION**

The Directors are of the view that the interest rate of the Subscription is higher than the interest rates of the Hong Kong-dollar fixed deposits offered by commercial banks in Hong Kong. As such, the Directors consider that the Subscription would provide the Group with a stable return. Having compared the terms of the Notes with those issued by other corporations in the same industry and similar rating, the Directors consider that the Subscription is fair and reasonable and is in the best interest of the Company and its shareholders as a whole. In addition, the Subscription supports the development of the Group's debt capital market business and is in line with the Group's growth strategy.

The Subscription will be funded by internal resources of the Company.

## **INFORMATION ON THE ISSUER**

The Issuer is a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 1777) and is an Independent Third Party. It is principally engaged in the business of property development, property investment, property agency services, property operation and hotel services.

## **INFORMATION ON THE GROUP**

The Group is principally engaged in (i) discretionary and non-discretionary dealing services for securities, futures and options, securities placing and underwriting services, margin financing and money lending services, insurance broking and wealth management services; (ii) corporate finance advisory and general advisory services; (iii) fund management, discretionary portfolio management and portfolio management advisory services; (iv) financial media services; and (v) investment holding and securities trading.

## **INFORMATION ON OCEANWIDE SECURITIES**

Oceanwide Securities is a company incorporated in Hong Kong with limited liability. It is an indirect wholly-owned subsidiary of the Company and a corporation licensed to carry out type 1 regulated activity (dealing in securities), type 2 regulated activity (dealing in futures contracts), type 4 regulated activity (advising on securities), type 6 regulated activity (advising on corporate finance) and type 9 regulated activity (asset management) under the SFO.

## **LISTING RULES IMPLICATIONS**

As at least one of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Subscription is more than 5% but all are less than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement thereunder.

## DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Company”	China Tonghai International Financial Limited, formerly known as China Oceanwide International Financial Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 952)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	person or company who/which are not connected with (within the meaning of the Listing Rules) and are independent of the directors, chief executives and substantial shareholders of the Group or any of their respective associates
“Issuer”	Fantasia Holdings Group Co., Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 1777)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	the 8.375% senior notes due 2021 issued by the Issuer
“Oceanwide Securities”	Oceanwide Securities Company Limited, a company incorporated in Hong Kong with limited liability
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Oceanwide Financial (Holdings) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Subscription”	the subscription of the Notes in the principal amount of US\$9 million (equivalent to approximately HK\$70 million)

“Subsidiary Guarantors”	certain subsidiaries of the Issuer, which does not include subsidiaries incorporated under the laws of the PRC; and certain subsidiaries of the Issuer named in the terms and conditions of the Notes
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

*For the purpose of this announcement, the exchange rate of US\$1.00 = HK\$7.78 has been used for currency translation, where applicable. Such an exchange rate is for illustrative purposes and does not constitute representations that any amount in HK\$ or US\$ has been, could have been or may be converted at such a rate.*

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

Hong Kong, 3 May 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.*