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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**

**DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT 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**



Reference is made to the joint announcement (the “**Joint Announcement**”) dated 21 June 2024 issued by Ocean Wisdom Investments Limited (the “**Offeror**”) and Southwest Securities International Securities Limited (the “**Company**”) 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). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

## **DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee in respect of the Offer; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer; and (iv) the relevant form(s) of acceptance, is required to be despatched to the Shareholders within 21 days after the date of the Joint Announcement (being 12 July 2024) or such later date as the Executive may consent to.

The making of the Offer is conditional upon Completion (which in turn is conditional upon satisfaction or waiver (as may be applicable) of the Conditions), including but not limited to the obtaining of the formal approval from the SFC on Mr. Wong becoming a substantial shareholder of the Company, its subsidiaries and members of the Group which are holder(s) of licence(s) to carry out regulated activities under the SFO, the written consent or approval from, among others, Chongqing SASAC, CSRC and Chongqing CSRC as well as the passing by the Independent Shareholders at the SGM of the necessary resolution to approve the Repayment of SSII Loan and the transactions contemplated thereunder. Having considered the above, it is expected that Completion and the Offer will not take place within 21 days after the date of the Joint Announcement. As such, an application has been made to the Executive pursuant to Note 2 to Rule 8.2 of the Takeovers Code for its consent to extend the latest date of posting of the Composite Document to the Shareholders to 6 December 2024, whichever is earlier, and the Executive has indicated that it is minded to grant such extension.

**The Offer will only be made if Completion takes place. Completion is conditional upon the satisfaction or waiver (as may be applicable) of the Conditions. Accordingly, the Offer may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

**The Directors make no recommendation as to the fairness or reasonableness of the Offer, the Special Deal or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Offer Shareholders and the Independent Shareholders (1) not to form a view on the Offer unless and until they have received and read the Composite Document; and (2) not to form a view on the Special Deal unless and until they have received and read the Special Deal Circular including the recommendations of the Independent Board Committee and the letters of advice from the Independent Financial Adviser in respect of the Offer and the Special Deal, respectively.**

## 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, 12 July 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