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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
POSSIBLE 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 possible 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; (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; and (iv) the announcements dated 15 August 2024 and 13 September 2024 jointly issued by the Offeror and the Company (the “**Monthly Update Announcements**”) in relation to the monthly update on the latest development of the Offer (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. Please refer to the Monthly Update Announcements for previous update in respect of the fulfilment of the Conditions.

Regarding Condition (i), since submitting the application in August 2024 regarding a potential change in the substantial shareholder of the Company and its Licensed Corporations, Mr. Wong has supplemented the application based on feedback received from the licensing department of the SFC. Mr. Wong will continue to actively liaise with the licensing department of the SFC for any feedback they may have.

Regarding Condition (vi), as of the date of this announcement, Chongqing SASAC is reviewing the transactions contemplated under the Sale and Purchase Agreement, and formal consent has not yet been granted by Chongqing SASAC. Save for the aforesaid Chongqing SASAC approval and the SFC approval required under Condition (i), no other governmental or regulatory approval is required for the Sale and Purchase Agreement and the transactions contemplated thereunder.

According to the relevant securities and statutory regulations, the transactions contemplated under the Sale and Purchase Agreement do not constitute transactions that require shareholders’ approval, and thus shareholders’ approval from SWSC is not required and Condition (vii) is not applicable.

As at the date of this joint announcement, save for the Conditions (ii), (iv) and (v) relating to the Rule 3.5 Announcement and the Special Deal respectively, none of the other Conditions has been fully fulfilled.

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, 14 October 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*