

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 18 January 2016 (the “**Prospectus**”) issued by China Rongzhong Financial Holdings Company Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company before deciding whether or not to invest in the Shares.

This announcement is made pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia).

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Shares are being offered and sold outside the United States as offshore transactions in reliance on Regulation S under the U.S. Securities Act.



CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED

中國融眾金融控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 3963)

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option as described in the Prospectus has been partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on 20 February 2016 in respect of an aggregate of 12,509,000 Shares (the “**Over-allotment Shares**”), representing approximately 12.51% of the total number of the Offer Shares initially available under the Global Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$2.11 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering and are expected to be allotted and issued on 23 February 2016.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the stabilization period in connection with the Global Offering ended on 20 February 2016, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

The Company was informed by First Shanghai Securities Limited (“**First Shanghai**”), the Stabilizing Manager, that the stabilizing actions undertaken by First Shanghai, its affiliates or any person acting for it, as stabilizing manager on behalf of the Underwriters during the stabilization period involved:

- (i) over-allocation of an aggregate of 15,000,000 Shares in the International Placing, representing 15% of the Offer Shares initially offered under the Global Offering before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 15,000,000 Shares from Legend Crown and Plenty Boom pursuant to the stock borrowing agreement dated 21 January 2016 between the Stabilizing Manager, Legend Crown and Plenty Boom to cover the over-allocations in the International Placing (the “**Stock Borrowing Agreement**”);
- (iii) successive purchases of an aggregate of 5,679,000 Shares in the price range of HK\$2.00 to HK\$2.11 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period. The last purchase made by the Stabilizing Manager on the market during the course of the stabilization period was on 19 February 2016 at the price of HK\$2.11 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%);
- (iv) the sale of an aggregate of 3,188,000 Shares in the price range of HK\$2.16 to HK\$2.43 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period; and
- (v) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on 20 February 2016 in respect of the Over-allotment Shares at the Offer Price.

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option as described in the Prospectus has been partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on 20 February 2016 in respect of an aggregate of 12,509,000 Shares, representing approximately 12.51% of the total number of the Offer Shares initially available under the Global Offering to, among other things, cover over-allocations in the International Placing.

The Over-allotment Shares will be issued and allotted by the Company at HK\$2.11 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering. The Over-allotment Shares are expected to be allotted and issued on 23 February 2016.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 24 February 2016.

The shareholding structure of the Company immediately before and immediately after the allotment and issue of the Over-allotment Shares by the Company is as follows:

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of Over-allotment Shares	
	<i>Number of Shares</i>	<i>Approximate percentage of the Company's issued share capital</i>	<i>Number of Shares</i>	<i>Approximate percentage of the Company's issued share capital</i>
Legend Crown	10,127,176 (<i>Note</i>)	2.53%	10,127,176	2.46%
Plenty Boom	10,107,066 (<i>Note</i>)	2.53%	10,107,066	2.45%
Yong Hua	38,503,380	9.62%	38,503,380	9.33%
Capital Grower	2,117,370	0.53%	2,117,370	0.51%
Clifton Rise	10,586,850	2.65%	10,586,850	2.57%
Silver Creation	84,752,255	21.19%	84,752,255	20.55%
Perfect Honour	143,805,903	35.95%	143,805,903	34.86%
Public	100,000,000	25.00%	112,509,000	27.27%
Total	400,000,000	100%	412,509,000	100%

Note: The Shares of Legend Crown and Plenty Boom include the 15,000,000 Shares lent to First Shanghai pursuant to the Stock Borrowing Agreement.

The additional net proceeds of approximately HK\$25 million, after deducting the underwriting fees and commissions as well as the estimated expenses payable by the Company, from the issue of the Over-allotment Shares by the Company, will be used for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus on a pro-rata basis.

The portion of the Over-allotment Option which was not exercised by the Joint Global Coordinators on behalf of the International Underwriters lapsed on 20 February 2016.

Immediately after the allotment and issue of the Over-allotment Shares, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules that at least 25% of the Company’s total issued share capital of the Company must at all times be held by the public.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

Pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilization period in connection with the Global Offering ended on 20 February 2016, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

The Company was informed by First Shanghai, the Stabilizing Manager, that the stabilizing actions undertaken by First Shanghai, its affiliates or any person acting for it, as stabilizing manager on behalf of the Underwriters during the stabilization period involved:

- (i) over-allocation of an aggregate of 15,000,000 Shares in the International Placing, representing 15% of the Offer Shares initially offered under the Global Offering before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 15,000,000 Shares from Legend Crown and Plenty Boom pursuant to the Stock Borrowing Agreement to cover the over-allocations in the International Placing;
- (iii) successive purchases of an aggregate of 5,679,000 Shares in the price range of HK\$2.00 to HK\$2.11 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period (the “**Market Purchases**”). The last Market Purchase made by the Stabilizing Manager on the market during the course of the stabilization period was on 19 February 2016 at the price of HK\$2.11 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%);
- (iv) the sale of an aggregate of 3,188,000 Shares in the price range of HK\$2.16 to HK\$2.43 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period; and
- (v) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on 20 February 2016 in respect of the Over-allotment Shares at the Offer Price.

The Over-allotment Shares and part of the Market Purchases will be used to facilitate the return of the 15,000,000 Shares borrowed by the Stabilizing Manager from Legend Crown and Plenty Boom under the Stock Borrowing Agreement, which were used to cover over-allocations in the International Placing.

By order of the Board
China Rongzhong Financial Holdings Company Limited
Xie Xiaoqing
Chairman

Hong Kong, 22 February 2016

As at the date of this announcement, the executive Directors of the Company are Mr. Xie Xiaoqing and Mr. Li Fan; the non-executive Directors of the Company are Mr. Sun Changyu, Mr. Ding Chung Keung Vincent and Ms. Wong Jacqueline Yue Yee and the independent non-executive Directors of the Company are Mr. Nie Yong, Mr. Duan Chang Feng and Ms. Zou Lin.