
IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Rongzhong Financial Holdings Company Limited, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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RONGZHONG

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)

**(1) PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES,
(2) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Monday, 29 August 2016 at 10:00 a.m. (the "AGM") is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

13 July 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held and convened on 29 August 2016 at 10:00 a.m. at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong
“AGM Date”	Monday, 29 August 2016
“AGM Notice”	the notice of the AGM
“Articles”	the articles of association of the Company as amended from time to time and “Article” shall mean an article thereof
“Board”	the board of Directors of the Company
“Business Day(s)”	any day on which the Stock Exchange is open for business of dealing in securities
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Rongzhong Financial Holdings Company Limited, an exempted company incorporated in Cayman Islands with limited liability registered as a non-Hong Kong Company under Part 16 of the Company Ordinance whose issued Shares are listed on the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to offer, allot, grant options over, or otherwise dispose of the unissued Shares proposed to be granted to the Board as described in the ordinary resolution no. 5 of the AGM Notice

DEFINITIONS

“Latest Practicable Date”	8 July 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	the general mandate to repurchase Shares proposed to be granted to the Board as described in the ordinary resolution no. 4 of the AGM Notice
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xie Xiaoqing (*Chairman*)
Mr. Li Fan

Non-executive Directors:

Mr. Ding Chung Keung Vincent
Mr. Sun Changyu
Ms. Wong Jacqueline Yue Yee

Independent non-executive Directors:

Mr. Duan Chang Feng
Mr. Nie Yong
Ms. Zou Lin

Registered Office:

PO Box 1350, Clifton House,
75 Fort Street,
Grand Cayman KY1-1108
Cayman Islands

***Headquarters and Principal Place
of Business in China:***

Rooms 5001 to 5003 and 5005 to 5007,
First Phase, New World International
Trade Building,
No. 568 Jianshe Avenue
Jiangnan District
Wuhan, Hubei Province
China

***Principal Place of Business in Hong
Kong registered under Part 16 of the
Company Ordinance:***

Unit 417, 4/F, Tower 2,
Lippo Centre,
89 Queensway,
Hong Kong

13 July 2016

To the Shareholders of the Company

Dear Sir or Madam,

- (1) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS**
**(2) PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES,**
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (a) the re-election of the retiring directors of the Company; (b) the grant of authority to the Board of the Repurchase Mandate to repurchase Shares as set out

LETTER FROM THE BOARD

in the ordinary resolution no. 4 of the AGM Notice; and (c) the grant of authority to the Board of the Issue Mandate to offer, allot, grant options over or otherwise dispose of the Shares as set out in the ordinary resolution no. 5 (and the extension thereto as described in the ordinary resolution no. 6 of the AGM Notice).

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles, Messrs. Xie Xiaoqing, Ding Chung Keung Vincent and Ms. Zou Lin will retire at the AGM and, being eligible, have offered themselves for re-election as Directors. Information on the retiring Directors proposed to be re-elected at the AGM is set out in Appendix II hereto.

REPURCHASE MANDATE AND ISSUE MANDATE

The general mandates granting the Board the authority to repurchase the issued shares of the Company on the Stock Exchange not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the AGM (subject to adjustment in the case of subdivision and consolidation of Shares), as set out as the ordinary resolution no. 4 of the AGM Notice.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

The general mandates granting the Board the authority to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% in nominal value of its existing issued share capital and the number of any securities repurchased pursuant to the Company's Articles will be put forward at the AGM for Shareholders' approval as an ordinary resolution. As at the Latest Practicable Date, the number of Shares in issue was 412,509,000 Shares. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or repurchased up to the AGM Date, the Company would be allowed under the Issue Mandate to issue a maximum of 82,501,800 Shares.

For details, please refer to ordinary resolution No. 4 and No. 5 of the Notice of the AGM contained in pages AGM-1 to AGM-3 of this circular.

THE AGM

A notice convening the AGM to be held on Monday, 29 August 2016 at 10:00 a.m. at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Under Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

LETTER FROM THE BOARD

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, so as to be received not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. The return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof.

BOOK CLOSURE FOR AGM ATTENDANCE

In order to ascertain the right to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 25 August 2016 to Monday, 29 August 2016 (both days inclusive) during which period no transfer of Shares will be registered. Shareholders are reminded that in order to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 24 August, 2016.

RECOMMENDATION

The Directors consider that the proposed resolutions for approving the re-election of the retiring Directors, the general mandates for the granting of authority to the Board to offer, allot, grant option over, or otherwise dispose of the unissued Shares and the general mandate for the granting of authority to the Board to repurchase the Shares as set out in the AGM Notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all proposed resolutions as set out in the AGM Notice at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Xie Xiaoqing
Chairman

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 412,509,000 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM Date and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 41,250,900 Shares during the Relevant Period (as defined in ordinary resolution no. 4(c) of the AGM Notice as set out on page AGM-2 of this circular).

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and its Shareholders.

3. FUNDING FOR REPURCHASES

Repurchases of Shares must be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company and the laws of the Cayman Islands, being profits of the Company or out of the proceeds of a fresh issue of the Shares made for the purpose of the repurchase, or, if authorised by the Articles of Association and subject to the Cayman Islands Companies Law, out of capital of the Company, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased, or if authorised by the Articles of Association and subject to the Cayman Islands Companies Law, out of capital of the Company.

According to the financial position disclosed in the audited consolidated financial statements for the year ended 31 March 2016, the Directors anticipated that there might be an adverse impact on the working capital or gearing position for the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates, have any present intention to sell any of the Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders. The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the applicable laws of Cayman Islands and the Listing Rules.

No purchase has been made by the Company of its Shares in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise). No core connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

5. EFFECT UNDER THE TAKEOVERS CODE

Upon the exercise of the authority to repurchase the Shares pursuant to the Repurchase Mandate, if a Shareholder's proportionate interest in the voting rights of the Company increase, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of the Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Perfect Honour Limited ("Perfect Honour", our Controlling Shareholder) is directly interested in 34.86%, Silver Creation Investments Limited ("Silver Creation", our Substantial Shareholder) is directly interest in 20.55%, and Mr. Xie Xiaoqing ("Mr. Xie, our Substantial Shareholder) is indirectly interested in 12.41% of our issued Shares respectively. None of our above mentioned Controlling Shareholder and Substantial Shareholders are parties acting in concert. Assuming that there will be no change between the Latest Practicable Date and the exercise date of the Repurchase Mandate (if approved) to the above shareholdings of Perfect Honour, Silver Creation and Mr. Xie, and such mandate will be exercised in full, the shareholdings of Perfect Honour, Silver Creation and Mr. Xie will be increased to 38.73%, 22.83% and 13.79% respectively. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would, in circumstance: (a) give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; or (b) result in less than 25% of the issued Shares in the public hands.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange from the month since its listing date to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2016		
Jan	3.08	2.00
Feb	2.45	1.26
Mar	1.65	1.23
Apr	1.54	1.30
May	1.46	1.30
Jun	1.39	1.25
Jul (up to the Latest Practicable Date)	1.30	1.19

The following is the information, as at the Latest Practicable Date, on the retiring Directors proposed to be re-elected at the AGM and required to be disclosed pursuant to the Listing Rules.

- (1) **Mr. XIE Xiaoqing**, aged 56, was appointed as an executive director and the chairman of our Company on June 23, 2015 and is primarily responsible for our Group's development, strategic planning, positioning and overall operational management. Mr. Xie has over 14 years of experience in investment and finance industry. In 2001, Mr. Xie founded the Rongzhong guarantee companies in the PRC to engage in the provision of loan guarantee services for personal consumption loans. Mr. Xie graduated from Guanming Chinese Medicine University 光明中醫函授大學 in June 1989 and obtained the qualification of senior operator from Hubei Labour Department in May 2000. He is a representative of the 11th and 12th Hubei Provincial People's Congress, the chairman of the Wuhan Pawn Association, an arbitrator of the Wuhan Arbitration Commission, a member of the board of directors of Wuhan University and the head of the Beijing Success Cultural Exchange Centre (Central China area).

Mr. Xie's directorship with the Company is subject to retirement by rotation at least once every three (3) years pursuant to the relevant provisions under the Articles. Currently, he has a service contract with the Company for an initial term of three (3) years, and this service contract will be renewed automatically for a term of one (1) year annually upon expiry of each term. Termination of the service contract is by either party on three (3) months' notice. Mr. Xie receives a monthly remuneration of RMB50,000 and a discretionary bonus determined by the Board from time to time with reference to his qualification, experience, scope of responsibilities and the prevailing market conditions.

Mr. Xie is the sole director of Capital Grower Limited, Clifton Rise International Limited, and Yong Hua International Ltd. respectively. Save as disclosed in this circular, Mr. Xie does not have any relationship with any other Directors, senior management, Controlling Shareholder or Substantial Shareholder of the Company. As at the Latest Practicable Date, Mr. Xie was taken to be interested in a total of 51,207,600 underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO").

Mr. Xie did not hold any directorship in other listed public companies in the last three (3) years preceding the Latest Practicable Date.

- (2) **Mr. DING Chung Keung Vincent**, aged 46, was appointed as a non-executive director on June 23, 2015 and is primarily responsible for advising on strategic development and corporate governance of our Group. Mr. Ding graduated from The Chinese University of Hong Kong in 1991 with a bachelor degree in business administration, he is also an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered

Certified Accountants. Mr. Ding has more than 20 years of experience in investment, audit and finance industries. He was the managing director of Cheung Tai Hong Holdings Limited (now known as ITC Properties Group Limited) (a company listed on the Stock Exchange with stock code 199) from January 2003 to December 2003, an executive director of Capital Estate Limited (a company listed on the Stock Exchange with stock code 193) from July 2002 to November 2003 and an independent non-executive director of 21 Holdings Limited (a company listed on the Stock Exchange with stock code 1003) from September 2011 to March 2014. Currently, Mr. Ding is a director of Perfect Honour Limited (“Perfect Honour”), our Controlling Shareholder and a wholly-own subsidiary of Goldbond Group Holdings Limited (“Goldbond”). Mr. Ding has also been an executive director and chief executive of Goldbond, (a company listed on the Stock Exchange with stock code 00172), since 2005 and 2010 respectively. Mr. Ding is also a director of most of Goldbond’s subsidiaries.

There is no service contract between Mr. Ding and the Company, his appointment is for a term of two years with effect from his date of appointment and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. He is entitled to a director’s fee of HK\$240,000 annually, which has been fixed by the remuneration committee of the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions. He is not entitled to the benefits or other entitlements which are available to the employees of the Company. At the Latest Practicable Date, Mr. Ding was not interested in any underlying Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed in this circular, Mr. Ding does not have any relationship with any other Directors, senior management, Controlling Shareholders or Substantial Shareholders of the Company.

Save as above disclosed, Mr. Ding has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

- (3) **Ms. ZOU Lin**, aged 52, was appointed as an independent non-executive director on December 18, 2015 and is mainly responsible for supervising and providing independent judgment to our Board. Ms. Zou is a qualified PRC lawyer. Ms. Zou obtained her master degree in civil law from China University of Political Science and Law in November 1999. She is also an arbitrator of Wuhan Arbitration Committee and a qualified tax agent. From October 1982 to June 1990, Ms. Zou worked for the Wuchang Branch of Wuhan Bureau of Public Security. From June 1990 to August 1994, Ms. Zou worked for the Department of Justice in Hubei Province.

Currently, Ms. Zou has been working in Hubei Pengzhan Law Office as a lawyer since September 2000. There is no service contract between Ms. Zou and the Company, her appointment is for a term of two years with effect from the date of appointment and is subject to retirement by rotation and re-election at annual

general meeting of the Company in accordance with the Articles. She is entitled to a director's fee of HK\$240,000 annually, which has been fixed by the remuneration committee of the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions. She is not entitled to the benefits or other entitlements which are available to the employees of the Company. In the last three (3) years preceding the Latest Practicable Date, Ms. Zou has not held any directorship in other listed companies of which the securities are or have been listed on any securities market in Hong Kong or overseas. Ms. Zou was not interested in any underlying Shares of the Company within the meaning of Part XV of the SFO. Ms. Zou does not have any relationship with any other Directors, senior management, substantial or Controlling Shareholders of the Company and does not hold any other positions with the Company or other members of the Group as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any information that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of the above Directors.

THE AGM NOTICE



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)

NOTICE IS HEREBY GIVEN that an annual general meeting of China Rongzhong Financial Holdings Company Limited 中國融眾金融控股有限公司 (the “Company”) will be held at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Monday, 29 August 2016 at 10:00 a.m. to transact the following ordinary business:

1. to consider and adopt the financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2016;
2. to re-elect the following retiring directors of the Company and to authorise the board of directors of the Company (the “Board”) to fix their remuneration:
 - (a) Mr. Xie Xiaoqing as executive director;
 - (b) Mr. Ding Chung Keung Vincent as non-executive director; and
 - (c) Ms. Zou Lin as independent non-executive director
3. to re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix their remuneration,

and, to consider and, if thought fit, pass (with or without modifications), the following ordinary resolutions numbered 4 to 6

4. “THAT:
 - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined herein) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the Articles and all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time (the “Listing Rules”), be and is hereby generally and unconditionally approved;

THE AGM NOTICE

(b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting.”

5. “THAT:

(a) subject to paragraph (c) of this resolution, the exercise by the Board during the Relevant Period (as defined herein) of all the powers of the Company to allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% in nominal value of its existing issued share capital and to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into shares of the Company) which would or might require the exercise of such power, subject to and in accordance with all applicable laws and the requirements of the Listing Rules, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any other securities which carry rights to subscribe for and are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

THE AGM NOTICE

- (c) the aggregate number of shares of the Company allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); (ii) an issue of shares of the Company upon the exercise of conversion rights under the terms of any warrants, debentures and notes issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under the share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iv) any scrip dividends or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of the dividend on shares of the Company pursuant to the Articles of Association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

THE AGM NOTICE

6. “THAT conditional upon the passing of the resolutions set out in paragraphs 4 and 5 of the notice convening this meeting, the general mandate granted to the Board to exercise the authority to allot, grant options over, or otherwise dispose of the unissued Shares of the Company pursuant to the resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition thereto such number of shares representing the aggregate number of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 4 above, provided that such number shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (subject to adjustment in the case of subdivision and consolidation of shares of the Company).”

By Order of the Board
**China Rongzhong Financial Holdings
Company Limited**
Wong Tsz Lun
Company Secretary

Hong Kong,
13 July 2016

Principal Place of Business in Hong Kong registered under Part 16 of the Company Ordinance

Unit 417, 4/F, Tower 2
Lippo Centre
89 Queensway
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the above meeting (or at any adjournment of it) is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy does not need to be a member of the Company.
2. A form of proxy in respect of the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed therein.
3. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time for holding the above meeting or adjourned meeting (as the case may be).
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof. In such event, the form of proxy shall be deemed to have been revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

THE AGM NOTICE

6. Information on the retiring directors of the Company are set out in Appendix II to the Company's circular dated 13 July 2016.
7. For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, and entitlement to the final dividend, the register of members of the Company will be closed. Details of such closures are set out below:

- (i) For determining eligibility to attend and vote at the above meeting:

Latest time to lodge transfer documents for registration:	4:30 p.m. on Wednesday, 24 August 2016
Closure of register of members:	Thursday, 25 August 2016 to Monday, 29 August 2016 (both dates inclusive)
Record date:	Wednesday, 26 August 2016

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than the aforementioned latest time.