

Monthly Return of Equity Issuer on Movements in Securities

For the month ended

31/01/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Date Submitted

(dd/mm/vvvv) :

China Rongzhong Financial Holdings Company Limited 06/02/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : 03963 Descrip | otion : Ordin | ary Shares | |
|-------------------------------------|--|--|---|
| Balance at close of preceding month | No. of ordinar shares 10,000,000,000 | Par value y (State currency) HK\$0.01 | Authorised share capital <i>(State currency)</i> HK\$100,000,000 |
| Increase/(decrease) | Nil | | Nil |
| Balance at close of the month | 10,000,000,000 | HK\$0.01 | HK\$100,000,000 |
| (2) Stock code : N/A Descrip | otion : | | |
| | No. of ordinar shares | Par value y (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code : | N/A | Descript | ion : | | |
|------------------|---------------|----------|--------------------------------|----------------------------------|--|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close | e of precedii | ng month | | | |
| Increase/(decre | ease) | _ | | - | |
| Balance at clos | e of the mor | ith _ | | | |

3. Other Classes of Shares

| Stock code : | N/A | Descrip | tion : | | |
|------------------|---------------|----------|--------------------------------------|----------------------------------|--|
| | | | No. of other classes of shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close | e of precedir | ng month | | | |
| Increase/(decre | ase) | _ | | - | |
| Balance at close | e of the mon | th | | | |

Total authorised share capital at the end of the month (*State* **HK\$100,000,000** *currency*):

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preferenc | e No. of other |
|----------------------|------------------------|-----|-----------------|-------------------|
| | (1) | (2) | shares | classes of shares |
| Balance at close of | | | | |
| preceding month | 412,509,000 | N/A | N/A | N/A |
| Increase/ (decrease) | | | | |
| during the month | Nil | N/A | N/A | N/A |
| Balance at close of | | | | |
| the month | 412,509,000 | N/A | N/A | N/A |
| | | | | |

III. Details of Movements in Issued Share Capital

| Share Options | (under Share O | ption Schemes | of the Issuer) |) |
|---------------|----------------|---------------|----------------|---|
|---------------|----------------|---------------|----------------|---|

| Particulars of | | | | | No. of new shares of | No. of new shares of |
|---------------------|----------------|-----------------|--------------|-------------|----------------------|------------------------|
| share option | | | | | issuer issued during | issuer which may be |
| scheme | Ν | Novement duri | ng the month | | the month pursuant | issued pursuant |
| including EGM | | | | | thereto | thereto as at close of |
| approval date | | | | | | the month |
| (dd/mm/yyyy) and | | | | | | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Share Option | | | | | | |
| Scheme | | | | | | |
| Adopted on | Nil | Nil | Nil | Nil | Nil | Nil |
| | | | | | | |
| (18/12/2015) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | | | | |
| 2. | | | | | | |
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| (/ | | | | | | |
| /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | | | | |
| 3. | | | | | | |
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| (/ | | | | | | |
| /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | Total | A. (Ordina | ry shares) | Nil | |
| | | | (Preferenc | ce shares) | N/A | |
| | | | (Ot | ther class) | N/A | |
| Total funds raised | during the mor | nth from exerci | ise | | | |
| of options (State c | urrency) | | N/A | | | |
| | | | | | | |

| | | | | | No. of new | No. of new |
|---------------------------------|------------|---------------|------------|-----------------|------------|---------------|
| | | | | | shares of | shares of |
| | | | | | issuer | issuer which |
| | | | | | issued | may be |
| | | | | | during the | issued |
| | | Nominal value | | | month | pursuant |
| | Currency | at close of | Exercised | Nominal value | pursuant | thereto as at |
| Description of warrants | of nominal | preceding | during the | at close of the | thereto | close of the |
| (Date of expiry - dd/mm/yyyy) | value | month | month | month | | month |
| 1. N/A | | | | | | |
| | | | | | | |
| | | | | | | <u> </u> |
| (/ | | | | | | |
| /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| 2. | | | | | | |
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| (/ | | | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ / |) | | | | |
| 3. | (/ / |) | | | | |
| <u> </u> | | | | | | |
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| , , Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| | | | | | | |

| | | | | | No. of new | No. of new |
|-------------------------------|------------|---------------|------------|-----------------|------------|---------------|
| | | | | | shares of | shares of |
| | | | | | issuer | issuer which |
| | | | | | issued | may be |
| | | | | | during the | issued |
| | | Nominal value | | | month | pursuant |
| | Currency | at close of | Exercised | Nominal value | pursuant | thereto as at |
| Description of warrants | of nominal | preceding | during the | at close of the | thereto | close of the |
| (Date of expiry - dd/mm/yyyy) | value | month | month | month | | month |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| 4. | | | | | | |
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| /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| | | | | | | |
| | | Total B. | | ary shares) N/A | | - |
| | | | | ce shares) N/A | | - |
| | | | (0 | ther class) N/A | | - |
| | | | | | | |

| | | | | | | | | No. of new | No. of new |
|------------------------|---|--------|----------|----|----------|------------|--------------|------------|---------------|
| | | | | | | | | shares of | shares of |
| | | | | | | | | issuer | issuer which |
| | | | | | | | | issued | may be |
| | | | | | | | | during the | issued |
| | | | | | | | | month | pursuant |
| | | | | An | nount at | | | pursuant | thereto as at |
| | | Curre | ncy of | С | lose of | Converted | Amount at | thereto | close of the |
| | | am | ount | pr | eceding | during the | close of the | | month |
| Class and description | | outsta | anding | 1 | month | month | month | | |
| 1. N/A | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | <u> </u> | | | | | | |
| Stock code (if listed) | | | | | | | | | |
| Class of shares | | | | | | | | | |
| issuable (Note 1) | | | | | | | | | |
| Subscription price | | | | | | | | | |
| EGM approval date | | | | | | | | | |
| (if applicable) | | | | | | | | | |
| (dd/mm/yyyy)) | (| / | / |) | | | | | |
| 2. | | | | | | | | | |
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| | | | <u> </u> | | | | | | |
| Stock code (if listed) | | | | | | | | | |
| Class of shares | | | | | | | | | |
| issuable (Note 1) | | | | | | | | | |
| Subscription price | | | | | | | | | |
| EGM approval date | | | | | | | | | |
| (if applicable) | | | | | | | | | |
| (dd/mm/yyyy) | (| / | / |) | | | | | |
| 3. | | | | | | | | | |
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| | | | | | | | | | |
| Stock code (if listed) | | | | | | | | | |
| Class of shares | | | | | | | | | |
| issuable (Note 1) | | | | | | | | | |
| Subscription price | | | | | | | | | |

| | | | | | | | | No. of new | No. of new |
|------------------------|---|------|----------|----|----------|----------------|-----------------|------------|---------------|
| | | | | | | | | shares of | shares of |
| | | | | | | | | issuer | issuer which |
| | | | | | | | | issued | may be |
| | | | | | | | | during the | issued |
| | | | | | | | | month | pursuant |
| | | | | Ar | mount at | | | pursuant | thereto as at |
| | | Cur | rency of | c | close of | Converted | Amount at | thereto | close of the |
| | | a | mount | pr | receding | during the | close of the | | month |
| Class and description | | oute | standing | | month | month | month | | |
| EGM approval date | | | | | | | | | |
| (if applicable) | | | | | | | | | |
| (dd/mm/yyyy) | (| / | / |) | - | | | | |
| 4. | | | | | | | | | |
| | | | | | | | | | |
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| | | | | | | | | | |
| Stock code (if listed) | | | | | - | | | | |
| Class of shares | | | | | | | | | |
| issuable (Note 1) | | | | | _ | | | | |
| Subscription price | | | | | _ | | | | |
| EGM approval date | | | | | | | | | |
| (if applicable) | | | | | | | | | |
| (dd/mm/yyyy) | (| / | / |) | _ | | | | |
| | | | | | To | tal C. (Ordina | ary shares) N/A | | _ |
| | | | | | | (Preferen | ce shares) N/A | | _ |
| | | | | | | (O | ther class) N/A | | _ |
| | | | | | | | | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| | No. of new shares | No. of new shares of |
|--|-------------------|------------------------|
| | of issuer issued | issuer which may be |
| | during the month | issued pursuant |
| | pursuant thereto | thereto as at close of |
| Full particulars including EGM approval date (dd/mm/yyyy), | | the month |
| if applicable, and class of shares issuable: | | |
| 1 | | |
| | | |
| | | |
| (/ / /) | | |
| shares (Note 1) | | |
| | | |
| 2 | | |
| | | |
| | | |
| (/ / /) | | |
| shares (Note 1) | | |
| | | |
| 3 | | |
| | | |
| | | |
| (/ /) | | |
| shares (Note 1) | | |
| | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |
| | | |

| | | | | | | | No. of new | No. of new |
|----|---------------|------------|----------|--|---|---|------------|---------------|
| | | | | | | | shares of | shares of |
| | | | | | | | issuer | issuer which |
| | | | | | | | issued | may be |
| | | | | | | | during the | issued |
| | | | | | | | month | pursuant |
| | | | | | | | pursuant | thereto as at |
| | | | | | | | thereto | close of the |
| | Type of Issue | | | | | | | month |
| | | | | Class of shares | | | | |
| | | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| | | | | | | | | |
| | | | State | Issue and allotment | (| / | | |
| 1. | Rights issue | At price : | currency | date : (dd/mm/yyyy) | / | , | | |
| | | | | | | , | | |
| | | | | EGM approval date: | (| / | | |
| | | | | (dd/mm/yyyy) | / |) | | |
| | | | | | | | N/A | N/A |
| | | | | | | | | |
| | | | | Class of shares | | | | |
| | | | | issuable (Note 1) | | | | |
| | | | | | , | , | | |
| 2. | Open offer | At price : | State | Issue and allotment | (| / | | |
| | | | currency | date : (dd/mm/yyyy) | / |) | | |
| | | | | EGM approval date: | | | | |
| | | | | (dd/mm/yyyy) | (| / | | |
| | | | | (33,1111,79999) | / | , | N/A | N/A |
| | | | | | , | , | | |
| | | | | Class of shares | | | | |
| | | | | issuable (Note 1) | | | | |
| | | | | | | | | |
| 3. | Placing | At price : | State | Issue and allotment | (| / | | |
| 5. | Flacing | At price . | currency | date : (dd/mm/yyyy) | / |) | | |
| | | | | | | | | |
| | | | | EGM approval date: | | | | |
| | | | | (dd/mm/yyyy) | (| / | | |
| | | | | | / |) | N/A | N/A |

| | | Class of shares issuable <i>(Note 1)</i> | | | | | |
|----|---------------------------------------|---|--------|---|---|-----|-----|
| 4. | Bonus issue | Issue and allotment date : (dd/mm/yyyy) | • | |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / |) | N/A | N/A |
| | | Class of shares issuable <i>(Note 1)</i> | | | | | |
| 5. | Scrip dividend At price : currency | Issue and allotment date : (dd/mm/yyyy) | • | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / |) | N/A | N/A |
| | | Class of shares repurchased (Note 1) | | | | | |
| 6. | Repurchase of shares | Cancellation date : (dd/mm/yyyy) | (/ | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| / |) | N/A | N/A |
| | | Class of shares redeemed <i>(Note 1)</i> | | | | | |
| 7. | Redemption of shares | Redemption date : (dd/mm/yyyy) | (/ | / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (| 1 |) | N/A | N/A |

| | | | Class of shares issuable (Note 1) | | | | | |
|---------------------------|---|--|---|---|---|--|---|--|
| Consideration issue | At price : | State currency | | | |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| (/ |) | N/A | N/A |
| | | | Class of shares issuable (Note 1) | | | | | |
| Capital reorganisation | | | | | | | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| (/ |) | N/A | N/A |
| | | | Class of shares issuable <i>(Note 1)</i> | | | | | |
| Other (Please specify) | At price : | State currency | Issue and allotment date : (dd/mm/yyyy) | (| (/ |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| (/ |) | N/A | N/A |
| | | | Total E. | | (Orc | dinary | | |
| | | | shares) N/A | | | | | |
| | | (Preference shares) N/A | | | | | | _ |
| (Other class) N/A | | | | | | - | | |
| | issue Capital reorganisation Other | At price : Capital reorganisation Other At price : | Capital reorganisation Other At price : Currency | Consideration issue At price: State currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Capital reorganisation Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Capital reorganisation Issue and allotment date : (dd/mm/yyyy) Class of shares issuable (Note 1) Other (Please specify) At price : State (Please specify) State currency Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | Consideration issue At price : State issue and allotment (date : (dd/mm/yyyy) / EGM approval date: (dd/mm/yyyy) / Class of shares issuable (Note 1) Capital reorganisation date : (dd/mm/yyyy) / EGM approval date: (dd/mm/yyyy) / Class of shares issuable (Note 1) Class of shares issuable (Note 1) Class of shares (date : (dd/mm/yyyy) / EGM approval date: (dd/mm/yyyy) / Class of shares issuable (Note 1) Cher (Please specify) At price : State (Dter (Please specify) (dter) / Class of shares issuable (Note 1) Class of shares issuable (Note 1) Class of shares issuable (Note 1) Class of shares issuable (Note 1) Class of shares issuable (Note 1) Cher (Please specify) (dter) / Class of shares issuable (Note 1) Class of shares issuable (Note 1) Cher (Please specify) (dter) / Class of shares issuable (Note 1) Class of shares issuable (Note 1) Class of shares issuable (Note 1) Class of shares issuable (Note 1) Cher (Please specify) (dter) / Class of shares issuable (Note 1) Cher (Please specify) (dter) / Class of shares issuable (Note 1) Cher (Please specify) (dter) / (dter) (dter) / (dter) (dter) / (dter) (dter) / (dter) (dter) / (dter) / (dter) (dter) / (dter) / (dter) (dter) / | Consideration At price : State currency Class of shares issuable (Note 1) EGM approval date: (dd/mm/yyyy) (/ Class of shares issuable (Note 1) Capital reorganisation Class of shares issuable (Note 1) Capital reorganisation Class of shares (dd/mm/yyyy) (/ EGM approval date: (dd/mm/yyyy) (/ Class of shares issuable (Note 1) Class of shares issuable (Note 1) Class of shares issuable (Note 1) Capital reorganisation (/ EGM approval date: (dd/mm/yyyy) (/ Class of shares issuable (Note 1) Class of share | Consideration issue At price : State currency Issue and allotment (/ date : (dd/mm/yyyy) /) EGM approval date: (dd/mm/yyyy) (/) Capital reorganisation Class of shares issuable (Note 1) Capital reorganisation Issue and allotment (/ date : (dd/mm/yyyy) /) Capital reorganisation Issue and allotment (/ date : (dd/mm/yyyy) /) Class of shares issuable (Note 1) Class of shares currency Class of shares issuable (Note 1) Class of shares currency Class of shares issuable (Note 1) (/) Chass of shares currency (/) Class of shares issuable (Note 1) (/) Chass of shares currency (/) Class of shares issuable (Note 1) (/) Chass of shares currency (/) Class of shares issuable (Note 1) (/) Chass of shares issuable (Note 1) (/) Class of shares issuable (Note 1) (/) Chass of shares issuable (Note 1) (/) Class of shares issuable (Note 1) (/) Chass of shares issuable (Note 1) (/) Class of shares issuable (Note 1) (/) Chass of shares issuable (Note 1) (/) | Consideration issue At price : State currency Issue and allotment (/ date : (dd/mm/yyyy) /) EGM approval date: (dd/mm/yyyy) (/) |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) | N/A | | | | |
|--|-----|--|--|--|--|
| (2) | N/A | | | | |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | N/A | | | | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to | N/A | | | | |
| E): | | | | | |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share | | | | | |
| Capital").) | | | | | |

Remarks (if any):

Submitted by: Wong Tsz Lun

Title: Company Secretary

(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.