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## IMPORTANT

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**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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**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: 03963)**

**(1) PROPOSALS FOR REMOVAL OF DIRECTORS;**  
**(2) PROPOSAL FOR ELECTION OF DIRECTOR;**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 3 July 2018 at 10:00 a.m. (the “EGM”) is set out on pages 8 to 9 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

24 May 2018

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX – PARTICULARS OF THE PROPOSED DIRECTOR</b> .....	7
<b>EGM NOTICE</b> .....	8

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## DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time and an “Article” shall mean an article thereof
“Board”	the board of Directors
“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 the Cayman Islands with limited liability registered as a non-Hong Kong Company under Part 16 of the Companies 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
“EGM”	the extraordinary general meeting of the Company to be held and convened on Tuesday, 3 July 2018 at 10:00 a.m. at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong
“EGM Notice”	the notice of the EGM
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Proposed Director”	Ms. Wong, Emilie Hoi Yan, who is proposed to be elected as a Director in the EGM, pursuant to the Requisition
“Removal Directors”	collectively, Mr. Xie Xiaoqing and Mr. Yao Feng, who are proposed to be removed as Directors in the EGM, pursuant to the Requisition
“Requisition”	a letter of requisition from the Requisitionist dated 3 May 2018 and deposited at the Company’s principal place of business in Hong Kong requesting, inter alia, to convene the EGM in accordance with the Articles to approve, inter alia, the removal of the Removal Directors and the election of the Proposed Director
“Requisitionist”	Perfect Honour Limited, a company incorporated in the British Virgin Islands holding approximately 34.86% of the total number of issued shares of the Company as at the date of the deposit of the Requisition
“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
“%”	per cent.

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## LETTER FROM THE BOARD

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**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: 03963)**

***Executive Directors:***

Mr. Xie Xiaoqing (*Chairman*)

Mr. Yao Feng

***Non-executive Directors:***

Ms. Li Yu Lian, Kelly

Mr. Sun Changyu

Ms. Wong Jacqueline Yue Yee

***Independent non-executive Directors:***

Mr. Duan Chang Feng

Mr. Nie Yong

Ms. Zou Lin

***Registered Office:***

P.O. Box 10008

Willow House, Cricket Square

Grand Cayman KY1-1001

Cayman Islands

***Headquarter and Principal Place of***

***Business in China:***

Room 3001, 3005, 3006, 3007, 3008

Office Tower

No. 889-1 Luoyu Road

East Lake Development Zone

Wuhan, Hubei Province

China

***Principal Place of Business in***

***Hong Kong registered under***

***Part 16 of the Companies Ordinance:***

Unit 417, 4/F, Tower 2

Lippo Centre

89 Queensway

Hong Kong

24 May 2018

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSALS FOR REMOVAL OF DIRECTORS;  
(2) PROPOSAL FOR ELECTION OF DIRECTOR;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**BACKGROUND**

On or about 4 May 2018, the Company received the Requisition which was deposited by the Requisitionist requesting, inter alia, to convene the EGM in accordance with the Articles to approve, inter alia, the proposed removal of the Removal Directors and the proposed election of the Proposed Director.

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## **LETTER FROM THE BOARD**

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In accordance with Article 64 of the Articles, extraordinary general meetings shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two (2) months after the deposit of such requisition.

As at 3 May 2018, being the date of the Requisition, the Company has 412,509,000 Shares in issue and the Requisitionist is the registered holder of approximately 143,805,903 Shares representing approximately 34.86% of the paid up capital of the Company. As a result, the Company is required by Article 64 of the Articles to convene the EGM.

The purpose of this circular is to provide the Shareholders with: i) information regarding the resolutions at the EGM as proposed by the Requisitionist, and ii) the EGM Notice.

### **THE RESOLUTIONS TO BE PROPOSED AT THE EGM**

1. “THAT Mr. Xie Xiaoqing be removed as a director of the Company pursuant to Article 114 of the Articles and from any position in any of the committees of the Board with immediate effect upon passing of this resolution”;
2. “THAT Mr. Yao Feng be removed as a director of the Company pursuant to Article 114 of the Articles and from any position in any of the committees of the Board with immediate effect upon passing of this resolution”;
3. “THAT Ms. Wong, Emilie Hoi Yan be appointed as an executive director of the Company pursuant to Article 114 of the Articles with immediate effect upon passing of this resolution”; and
4. “THAT all directors appointed to the Board on or after 3 May 2018 but before the holding of the EGM be removed as directors of the Company with immediate effect upon passing of this resolution”.

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## LETTER FROM THE BOARD

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Particulars of the Proposed Director are set out in the Appendix to this circular.

### REASONS FOR THE PROPOSED REMOVAL

The Requisitionist has set out the following (summarized) reasons for their proposed removal of the Removal Directors and appointment of the Proposed Director:

1. unsatisfactory financial performances of the Group since listing, including substantial losses in 2017, substantial impairment losses in 2017 and 2018 and reduction of total equity of the Company in 2017 and 2018, in each case with reference to the Company's annual report for the year ended 31 March 2017 ("**2017 Annual Report**") and the Company's interim report for the six months ended 30 September 2017 ("**2017/2018 Interim Report**");
2. unsatisfactory share price performance since listing; and
3. the 2017 Annual Report containing an express disclaimer of opinion of the then auditor of the Company, Deloitte Touche Tohmatsu, and the existing auditor of the Company, BDO Limited, expressly stating in the 2017/2018 Interim Report that there are material uncertainties that cast significant doubt on the Group's ability to continue as a going concern.

### THE EGM

The notice convening the EGM to be held on Tuesday, 3 July 2018 at 10:00 a.m. at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong is set out on pages 8 to 9 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. The return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof.

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## LETTER FROM THE BOARD

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### VOTING AT THE EGM

Under Rule 13.39 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.

### BOOK CLOSURE FOR EGM ATTENDANCE

In order to ascertain the right to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 27 June 2018 to Tuesday, 3 July 2018 (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 EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 26 June 2018.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility (save and except for the information provided in the section headed "REASONS FOR THE PROPOSED REMOVAL" and in the Appendix, which was provided by the Requisitionist), 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*



Ms. Wong, Emilie Hoi Yan (“**Ms. Wong**”), aged 42, joined the Group in 2007 and was appointed Deputy Financial Controller of the Company in 2016. She is responsible for financial reporting and internal control matters of the Group. Ms. Wong is also a director of various subsidiaries of the Company. Ms. Wong obtained a Bachelor’s degree in Science from State University of New York at Buffalo, the United States of America and has over 14 years of experience in financial reporting and internal control matters in finance and finance leasing industry.

As at the date of the Requisition, Ms. Wong is not interested in any shares of the Company and she has not acted as director in any other listed company in Hong Kong in the last three years preceding to the date of the Requisition.

Ms. Wong is a cousin of Ms. Jacqueline Yue Yee Wong, a non-executive Director and a Controlling Shareholder of the Company. Ms. Wong is a niece of Mr. Wong Yu-Lung Charles and Mrs. Wong Fang Pik Chun, each a Controlling Shareholder of the Company. She is also a cousin of Ms. Michelle Yat Yee Wong, a Controlling Shareholder of the Company. Save as disclosed above, Ms. Wong does not have any relationships with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders (as respectively defined in the Listing Rules) of the Company.

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## EGM NOTICE

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**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: 03963)**

NOTICE IS HEREBY GIVEN that an Extraordinary 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 Tuesday, 3 July 2018 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

1. “THAT Mr. Xie Xiaoqing be removed as a director of the Company pursuant to Article 114 of the Articles of Association of the Company and from any position in any of the committees of the board of directors of the Company with immediate effect upon passing of this resolution”;
2. “THAT Mr. Yao Feng be removed as a director of the Company pursuant to Article 114 of the Articles of Association of the Company and from any position in any of the committees of the board of directors of the Company with immediate effect upon passing of this resolution”;
3. “THAT Ms. Wong, Emilie Hoi Yan be appointed as an executive director of the Company pursuant to Article 114 of the Articles of Association of the Company with immediate effect upon passing of this resolution”; and
4. “THAT all directors appointed to the board of directors of the Company on or after 3 May 2018 but before the holding of this Extraordinary General Meeting be removed as directors of the Company with immediate effect upon passing of this resolution”.

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

Hong Kong,  
24 May 2018

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

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

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## EGM NOTICE

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*Notes:*

1. A shareholder 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 shareholder 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 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 shareholder 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 shareholder in whose name any share stands shall for this purpose be deemed joint holders hereof.
6. Information on the proposed director of the Company is set out in Appendix to the Company's circular dated 24 May 2018.
7. For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, 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 Tuesday, 26 June 2018

Closure of register of members: Wednesday, 27 June 2018 to Tuesday,  
3 July 2018 (both dates inclusive)

Record date: Tuesday, 3 July 2018

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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than the aforementioned latest time.