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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 23 AUGUST 2019;  
RETIREMENT OF DIRECTORS AND  
CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND  
NON-COMPLIANCE WITH THE LISTING RULES**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

References are made to the circular dated 19 July 2019 and the notice of annual general meeting (the “**AGM Notice**”) dated 19 July 2019 issued by China Rongzhong Financial Holdings Company Limited (the “**Company**”).

The board of directors (collectively the “**Board**” and each a “**Director**”) of the Company hereby announce that at the annual general meeting of the Company held on 23 August 2019 (the “**AGM**”), all the ordinary resolutions proposed at the AGM (the “**Resolutions**”) were voted by way of poll at the AGM.

As at the date of AGM, the total number of ordinary shares of the Company in issue was 412,509,000 shares being the total number of shares entitling the holders to attend and vote on all the Resolutions proposed at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of any of the Resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholders of the Company (the “**Shareholders**”) was required to abstain from voting on any of the Resolutions put on vote at the AGM under the Listing Rules.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results in respect of each of the Resolutions were as follows:–

ORDINARY RESOLUTIONS		FOR		AGAINST	
		Number of shares voted	Percent (%)	Number of shares voted	Percent (%)
1	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor of the Company for the year ended 31 March 2019.	261,498,680	100.00	0	0.00
2	(a) To re-elect Ms. Wong Michelle Yatye as a non-executive director of the Company and to authorise the Board to fix her remuneration.	261,498,680	100.00	0	0.00
	(b) To re-elect Mr. Wong Ming Bun, David as a non-executive director of the Company and to authorise the Board to fix his remuneration.	261,498,680	100.00	0	0.00
	(c) To re-elect Mr. Duan Changfeng as an independent non-executive director of the Company and to authorise the Board to fix his remuneration.	12,706,280	4.86	248,792,400	95.14
	(d) To re-elect Mr. Yu Yang as an independent non-executive director of the Company and to authorise the Board to fix his remuneration.	261,498,680	100.00	0	0.00
	(e) To re-elect Ms. Zou Lin as an independent non-executive director of the Company and to authorise the Board to fix her remuneration.	97,458,535	37.27	164,040,145	62.73
3	To re-appoint BDO Limited as independent auditor of the Company and to authorise the Board to fix their remuneration.	261,498,680	100.00	0	0.00
4	To grant a general mandate to the Board to repurchase shares of the Company. <sup>(Note)</sup>	261,498,680	100.00	0	0.00
5	To grant a general mandate to the Board to issue, allot and deal with the shares of the Company. <sup>(Note)</sup>	261,498,680	100.00	0	0.00
6	To extend the general mandate granted to the Board to issue shares of the Company by the number of shares repurchased. <sup>(Note)</sup>	261,498,680	100.00	0	0.00

*Note:* Full text of Resolutions numbered 4, 5 and 6 appears in the AGM Notice.

As more than 50% of the votes were cast in favour of Resolutions numbered 1, 2(a), 2(b), 2(d) and 3 to 6, such Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As less than 50% of the votes were cast in favour of Resolutions numbered 2(c) and 2(e), such Resolutions were not passed as ordinary resolutions of the Company at the AGM.

## **RETIREMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

As indicated above, Resolutions numbered 2(c) and 2(e) regarding the re-election of Mr. Duan Changfeng (“**Mr. Duan**”) and Ms. Zou Lin (“**Ms. Zou**”) as the independent non-executive directors of the Company (the “**Independent Non-executive Directors**”) and each an “**Independent Non-executive Director**”) were not passed by the Shareholders at the AGM since there was not a majority of votes cast for such Resolutions. At the conclusion of the AGM:

- i. Mr. Duan has retired as an Independent Non-executive Director and ceased to be the chairman of the remuneration committee (“**Remuneration Committee**”), a member of the audit committee (“**Audit Committee**”), a member of the nomination committee (“**Nomination Committee**”) and a member of the risk management committee (“**Risk Management Committee**”) of the Board; and
- ii. Ms. Zou has retired as an Independent Non-executive Director and ceased to be a member of the Audit Committee, a member of the Nomination Committee, a member of the Remuneration Committee and a member of the Risk Management Committee.

The Board is not aware of any disagreement with Mr. Duan and Ms. Zou or any matters relating to their retirements that need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited. The Board would like to extend its appreciation to Mr. Duan and Ms. Zou for their valuable contribution to the Company during their tenure of office.

## **NON-COMPLIANCE WITH RULES 3.10, 3.10A, 3.21, 3.25 AND CODE PROVISION A.5.1 OF APPENDIX 14 OF THE LISTING RULES**

Following the retirements of Mr. Duan and Ms. Zou as the Independent Non-executive Directors with effect from the conclusion of the AGM, the Board has only one Independent Non-executive Director which fell short of the minimum number (namely three Independent Non-executive Directors) and proportion (namely one-third of the Board) as required under Rule 3.10(1) and Rule 3.10A of the Listing Rules. The required composition of the Audit Committee, Remuneration Committee and Nomination Committee did not meet the requirements under Rule 3.21, Rule 3.25 and the code provision A.5.1 of Appendix 14 of the Listing Rules:

- i. the Audit Committee currently comprises of two non-executive Directors and one Independent Non-executive Director, which fails to comply with the requirement of Rule 3.21 of the Listing Rules in respect of having a majority members being Independent Non-executive Directors;

- ii. the Remuneration Committee currently does not have a chairman and comprises of two non-executive Directors and one Independent Non-executive Director, which fails to comply with the requirement of Rule 3.25 of the Listing Rules in respect of having a chairman who is an Independent Non-executive Director and having a majority members being Independent Non-executive Directors; and
- iii. the Nomination Committee currently comprises of one executive Director, one non-executive Director and one Independent Non-executive Director, which fails to comply with the requirement of the code provision A.5.1 of Appendix 14 of the Listing Rules in respect of having a majority members being Independent Non-executive Directors.

The Board is currently identifying suitable candidates to fill the vacancies of Independent Non-executive Directors to meet the above requirements as soon as practicable and within three months from the date hereof. Further announcement(s) will be made by the Company upon fulfilment of the requirements in accordance with the Listing Rules.

By order of the Board  
**China Rongzhong Financial Holdings Company Limited**  
**Wong Emilie Hoi Yan**  
*Executive Director*

Hong Kong, 23 August 2019

*As at the date of this announcement, the executive Director of the Company is Ms. Wong Emilie Hoi Yan; the non-executive Directors of the Company are Mr. Chen Shuai, Ms. Wong Jacqueline Yue Yee, Ms. Wong Michelle Yatyee and Mr. Wong Ming Bun, David; and the independent non-executive Director of the Company is Mr. Yu Yang.*