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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)

CLARIFICATION ANNOUNCEMENT REGARDING THE CIRCULAR, NOTICE OF EGM AND PROXY FORM AND POSTPONEMENT OF THE EGM

Reference is made to the circular of China Rongzhong Financial Holdings Company Limited (the “**Company**”) dated 24 January 2022 (the “**Circular**”), the notice of extraordinary general meeting of the Company dated 24 January 2022 (the “**Original Notice of EGM**”) and the form of proxy for the extraordinary general meeting of the Company dated 24 January 2022 (the “**Original Proxy Form**”, together with the Original Notice of EGM, the “**EGM Documents**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Company has noted certain inadvertent typographical errors in both the English and Chinese versions of the EGM Documents and would like to clarify as follows (with clarification underlined):

- (1) the ordinary resolution (1)(b) set out on page 1 of the Original Notice of EGM and on page EGM-1 of the Circular should be read as follows:

“**THAT:**

(b) the issue of the interest-free convertible bonds in the principal amount of HK\$3,811,500 (the “**Convertible Bonds**”) and the allotment and issue of new ordinary shares of the Company to holder(s) of the Convertible Bonds upon the exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”) by the Company be and are hereby approved”

- (2) the ordinary resolution (1)(b) set out in the Original Proxy Form should be read as follows:

“**THAT:**

(b) the issue of the interest-free convertible bonds in the principal amount of HK\$3,811,500 (the “**Convertible Bonds**”) and the allotment and issue of new ordinary shares of the Company to holder(s) of the Convertible Bonds upon the exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”) by the Company be and are hereby approved”

POSTPONEMENT OF THE EGM

The Board also announces that, due to the additional time required for the despatch of the Revised Proxy Form and the Revised Notice of EGM (both as defined below), the EGM originally scheduled to be held at 10:30 a.m. on Wednesday, 16 February 2022 will be postponed and rescheduled to 10:30 a.m. on Wednesday, 2 March 2022 (the “**Rescheduled EGM**”). The venue of the Rescheduled EGM remains unchanged at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong. For more details, please refer to the revised notice of extraordinary general meeting issued by the Company dated 10 February 2022 (the “**Revised Notice of EGM**”).

REVISED PROXY FORM

Printed copies of the revised form of proxy (the “**Revised Proxy Form**”) will be despatched to the Shareholders on or before 10 February 2022. The Revised Proxy Form will also be available on the website of the Stock Exchange. Whether or not a Shareholder is able to attend the Rescheduled EGM, he or she or it is required to complete and return the Revised Proxy Form in accordance with the instructions printed thereon to the Company’s branch registrar in Hong Kong, Tricor Investor Services Limited at Level 54, 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 the Rescheduled EGM (i.e. 10:30 a.m. on Monday, 28 February 2022) (the “**Revised Proxy Closing Time**”) or any adjournment thereof.

A Shareholder who has not yet lodged the Original Proxy Form with the Company’s branch registrar in Hong Kong is required to lodge the Revised Proxy Form if he or she or it wishes to appoint proxies to attend the Rescheduled EGM on his or her or its behalf. In this case, the Original Proxy Form should NOT be lodged with the Company’s branch registrar in Hong Kong.

Shareholders should further note that:

- (a) if no Original Proxy Form is lodged with the Company’s branch registrar in Hong Kong and the Revised Proxy Form is lodged with the Company’s branch registrar at or prior to the Revised Proxy Closing Time, the Revised Proxy Form, if correctly completed and signed, will be treated as a valid form of proxy lodged by him or her or it. The proxy so appointed by the Shareholder will be entitled to vote at his or her or its discretion or to abstain on any resolution properly put to the Rescheduled EGM in addition to those set out in the Revised Notice of EGM;
- (b) if both the Original Proxy Form and the Revised Proxy Form, in each case, correctly completed and signed, are lodged with the Company’s branch registrar in Hong Kong at or prior to the Revised Proxy Closing Time, the Revised Proxy Form will be treated as a valid form of proxy lodged by the relevant Shareholder and the Original Proxy Form will be revoked and superseded; and

- (c) if the Original Proxy Form has already been lodged with the Company's branch registrar in Hong Kong at or prior to the Revised Proxy Closing Time but no Revised Proxy Form is lodged with the Company's branch registrar at or prior to the Revised Proxy Closing Time or if the Revised Proxy Form is lodged with the Company's branch registrar after the Revised Proxy Closing Time or if the Revised Proxy Form is invalid for whatever reasons, the Original Proxy Form will be treated as valid form of proxy if correctly completed and signed. The proxy so appointed under the Original Proxy Form will be entitled to vote at his or her or its discretion or to abstain at the Rescheduled EGM on resolution (1)(b) as set out in the Revised Notice of EGM.

Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude the Shareholders from attending and voting in person at the Rescheduled EGM or at any adjourned meeting should they so wish.

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

Hong Kong, 8 February 2022

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 Directors of the Company are Mr. Lie Chi Wing, Mr. Ng Wing Chung Vincent and Mr. Yu Yang.