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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)**

## **REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING**

Reference is made to (i) the circular of China Rongzhong Financial Holdings Company Limited 中國融眾金融控股有限公司 (the “**Company**”) dated 24 January 2022 (the “**Circular**”), (ii) the notice of extraordinary general meeting of the Company (the “**EGM**”) dated 24 January 2022, (iii) the form of proxy for the EGM dated 24 January 2022 (the “**Original Proxy Form**”), and (iv) the clarification announcement of the Company regarding the circular, the notice of EGM and proxy form and postponement of the EGM dated 8 February 2022. Unless otherwise stated, capitalised terms used in this revised notice of EGM (the “**Revised Notice of EGM**”) shall have the same meanings as defined in the Circular.

**REVISED NOTICE IS HEREBY GIVEN** that the EGM will be postponed to be held at 10:30 a.m. on Wednesday, 2 March 2022 at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong (the “**Rescheduled EGM**”) to consider and, if thought fit, pass the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**”THAT**

- (a) subject to the fulfillment of the terms and conditions set out in the agreement for sale and purchase dated 26 October 2021 (as supplemented by a supplemental agreement dated 6 December 2021) (the “**Agreement for Sale and Purchase**”, a copy of which has been produced to the Meeting and signed by the chairman of the Meeting (the “**Chairman**”) for identification purpose) entered into between the Company and Goldbond Group Holdings Limited (“**Vendor**”) in relation to the proposed acquisition (the “**Acquisition**”) of 51% of the issued share capital of the Target Company (as defined in the circular of the Company dated 24 January 2022 (“**Circular**”)), at the consideration of HK\$17,000,000, which shall be satisfied by the allotment and issue of Convertible Bonds (as defined below) and the Loan Note, the Agreement for Sale and Purchase and the transactions contemplated thereunder be and are hereby approved;

- (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; and
- (c) any one director of the Company be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Agreement for Sale and Purchase and the transactions contemplated thereunder.”

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

Hong Kong,

10 February 2022

**Principal Place of Business in Hong Kong registered under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)**

Unit 3901, 39/F,  
Tower One, Lippo Centre,  
89 Queensway,  
Hong Kong

*Notes:*

1. A Shareholder 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 or her or its behalf. The proxy does not need to be a Shareholder.
2. A revised form of proxy in respect of the above meeting is enclosed (the “**Revised Proxy Form**”). Whether or not a Shareholder intends to attend the above meeting in person, he or she or it is urged to complete and return the Revised Proxy Form in accordance with the instructions printed therein.

Important: 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 this 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 the resolution as set out in this Revised Notice of EGM.
3. In order to be valid, the Original Proxy Form or the Revised Proxy Form (as the case may be), 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 54, 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 Original Proxy Form and/or the Revised Proxy Form (as the case may be) will not preclude a Shareholder from attending and voting in person at the Rescheduled EGM or any adjournment thereof. In such event, the Original Proxy Form or the Revised Proxy Form (as the case may be) 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 or she or it 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. 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:

For determining eligibility to attend and vote at the above meeting:

Latest time to lodge transfer documents for registration: 4:30 p.m. on Thursday, 24 February 2022

Closure of register of members: Friday, 25 February 2022 to  
Wednesday, 2 March 2022 (both dates inclusive)

Record date: Wednesday, 2 March 2022

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than the aforementioned latest time.

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing novel coronavirus (COVID-19) epidemic, the Company will implement the following precautionary measures at the Rescheduled EGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee must wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Rescheduled EGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine.

Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the Original Proxy Form or the Revised Proxy Form (as the case may be).

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she/it is welcome to send such question or matter in writing to our registered office or to our email at [info@chinarzfh.com](mailto:info@chinarzfh.com). If any Shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited  
Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
HK Tel: (852) 2980 1333  
Fax: (852) 2810 8185

*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.*