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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)

**PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of China Rongzhong Financial Holdings Company Limited (the “**Company**”) announces that, in order to (i) bring the existing memorandum and articles of association of the Company (the “**Existing M&A**”) in line with the relevant requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (in particular the core standards set out in Appendix 3 thereto) and the laws of the Cayman Islands; and (ii) make other consequential and housekeeping amendments to the Existing M&A, the Board resolved to seek approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting scheduled to be convened and held on Monday, 31 October 2022 (the “**AGM**”) to adopt a new amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in substitution for, and to the exclusion of, the Existing M&A.

A summary of the areas under the Existing M&A which will be subject to material change is set out below:

1. to update the definition of “**Law**” to bring it in line with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Act**”);
2. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
3. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one clear days, while all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice under the circumstances set out in the new amended and restated Articles of Association;
4. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;

5. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
6. to provide that the Shareholders may approve the removal of the auditor of the Company at any time before the expiration of his term of office by way of an ordinary resolution;
7. to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders;
8. to add the definition of “financial year” and provide that the financial year end of the Company shall be 31 of March in each year, unless otherwise determined by the Directors from time to time;
9. to clarify that the right to requisition an extraordinary general meeting by any Shareholder holding 10% or above of the voting rights in the share of the Company; and
10. to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other house-keeping amendments.

The proposed adoption of the New M&A is subject to the approval of the Shareholders by way of a special resolution at the AGM.

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

Hong Kong, 29 September 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.