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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 ON PROFIT WARNING ANNOUNCEMENT

Reference is made to (i) the announcement jointly issued by Goldbond Group Holdings Limited (the “**Offeror**”) and China Rongzhong Financial Holdings Company Limited (the “**Company**”) dated 30 October 2023 in relation to, among others, the Offers (the “**Rule 3.5 Announcement**”); and (ii) the profit warning of the Company dated 27 November 2023 for the six months ended 30 September 2023 (the “**Profit Warning**”, together with the Rule 3.5 Announcement, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Board would like to clarify that as set out in the Rule 3.5 Announcement the offer period commenced on the date of such announcement, being 30 October 2023. As such, pursuant to Rule 10 of the Takeovers Code, the Profit Warning constitutes a profit forecast and is required to be reported on by the Company’s auditor or accountant and its financial advisers. In light of the requirements of timely disclosures of inside information under Rule 13.09 of the Listing Rules and the Inside Information Provisions, the Company is required to issue the Profit Warning as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (timewise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code.

Pursuant to Rule 10.4 of the Takeovers Code, if the Profit Warning is published first in an announcement, it must be repeated in full, together with the reports from the Company’s financial advisers and auditors or accountants on the said profit forecast, in the next document to be sent to the Shareholders (the “**Shareholders’ Document**”). However, if the unaudited interim results of the Company for the six months ended 30 September 2023 (which fall within the ambit of Rule 10.9 of the Takeovers Code) are published prior to the despatch of the next Shareholders’ Document and the relevant results together with the notes to the financial statements are incorporated by reference in the next Shareholders’ Document, the requirements to report on the Profit Warning under Rule 10.4 of the Takeovers Code will no longer apply.

Due to an inadvertent oversight, the Company omitted to include the above disclosure under Rule 10 of the Takeovers Code in the Profit Warning. The Company will carefully observe and comply with other relevant requirements under the Takeovers Code in this regard.

Save for the above clarification, all other information and contents of the Profit Warning remain unchanged.

WARNING

Shareholders, Optionholders and potential investors should note that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Thus, they are advised to exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Offers.

Acquisition Completion and Subscription Completion are inter-conditional upon each other. The Offers will only be made if both Acquisition Completion and Subscription Completion take place. Acquisition Completion and Subscription Completion are subject to satisfaction and/or waiver of the conditions precedent contained in the Acquisition Agreement and the Subscription Agreement. Accordingly, Acquisition Completion and Subscription Completion may or may not take place and the Offers may or may not be made.

Shareholders, Optionholders and potential investors are advised to exercise caution when dealing in securities of the Company. If Shareholders, Optionholders and potential investors are in any doubt about their position, they should consult their professional advisers.

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

Hong Kong, 28 November 2023

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. Lau Hiu Fung, 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. Ng Yuk Yeung Paul.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.