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GOLDBOND GROUP HOLDINGS LIMITED
金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

**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)

JOINT ANNOUNCEMENT

- (1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 9 JANUARY 2024; AND**
- (2) STATUS UPDATE IN RELATION TO THE POSSIBLE UNCONDITIONAL
MANDATORY CASH OFFERS BY CHINA PA SECURITIES (HONG
KONG) COMPANY LIMITED FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES OF CHINA RONGZHONG
FINANCIAL HOLDINGS COMPANY LIMITED AND TO CANCEL ALL THE
OUTSTANDING SHARE OPTIONS OF CHINA RONGZHONG FINANCIAL
HOLDINGS COMPANY LIMITED (OTHER THAN THOSE ALREADY
OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES
ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror



Offer agent to the Offeror



GO Independent Financial Adviser to the GO Independent Board Committee



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 Acquisition, the Subscription, the Offers, and the transactions contemplated thereunder (the “**Rule 3.5 Announcement**”); (ii) the circular (the “**Circular**”) and the notice (the “**Notice of EGM**”) of extraordinary general meeting (the “**EGM**”) of the Company dated 15 December 2023 in relation to, among others, the Acquisition and the Subscription; and (iii) the announcement jointly issued by the Offeror and the Company dated 15 December 2023 in relation to, among others, the status update of the Offers. Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as defined in the Rule 3.5 Announcement and the Circular.

POLL RESULTS OF THE EGM

The Board hereby announces that at the EGM held on 9 January 2024, the proposed resolutions as set out in the Notice of EGM (the “**Resolutions**”) were duly passed by the Independent Shareholders by way of poll.

As at the date of EGM, the total number of Shares in issue was 420,759,000 Shares. As disclosed in the Circular, the Offeror and its associates and parties acting in concert with it were required to abstain from voting on the Resolutions at the EGM. As such, (i) the Offeror which held 8,250,000 Shares as at the date of the EGM; (ii) Perfect Honour, a wholly-owned subsidiary of the Offeror, which held 143,805,903 Shares as at the date of the EGM; and (iii) Legend Crown and Plenty Bloom, each a company wholly-owned by Ace York Management Trust (a discretionary trust of which the beneficiaries include Ms. Michelle Wong and Ms. Jacqueline Wong, the founder is Ms. Jacqueline Wong, and the trustee is Ace York Investment Management Limited which is owned by Ms. Michelle Wong and Ms. Jacqueline Wong as to 50% and 50%), which held 10,127,176 Shares and 10,107,066 Shares respectively as at the date of the EGM, were required to and had so abstained from voting on the Resolutions at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the Resolutions at the EGM was 248,468,855 Shares, representing approximately 59.05% of the total number of Shares in issue as at the date of the EGM.

Save as disclosed above, no Shareholder was required to abstain from voting on the Resolutions at the EGM under the Listing Rules and the Takeovers Code, and no Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on the Resolutions at the EGM. No Shareholder was entitled to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

All Directors attended the EGM either in person or by electronic means.

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

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

ORDINARY RESOLUTIONS		FOR		AGAINST	
		Number of Shares voted	Approximate percentage (%)	Number of Shares voted	Approximate percentage (%)
1.	<p>(a) subject to the fulfilment of the terms and conditions set out in the Acquisition Agreement (as defined in the circular of the Company dated 15 December 2023 (the “Circular”)) (a copy of the Acquisition Agreement has been produced to the meeting and marked “A” and signed by the chairman of the meeting for identification purposes), the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;</p> <p>(b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Consideration Shares (as defined in the Circular), subject to and in accordance with the terms and conditions set out in the Acquisition Agreement; and</p> <p>(c) the directors of the Company be and are hereby authorised to do such acts and deeds in their sole and absolute discretion and opinion deemed expedient and appropriate to implement and give effect to the Acquisition Agreement and the transactions contemplated thereunder and to make immaterial amendments and variations to the Acquisition Agreement.</p>	115,422,284	99.99	180	0.01
2.	<p>(a) subject to the fulfilment of the terms and conditions set out in the Subscription Agreement (as defined in the circular of the Company dated 15 December 2023 (the “Circular”)) (a copy of the Subscription Agreement has been produced to the meeting and marked “B” and signed by the chairman of the meeting for identification purposes), the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved;</p> <p>(b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares (as defined in the Circular), subject to and in accordance with the terms and conditions set out in the Subscription Agreement; and</p> <p>(c) the directors of the Company be and are hereby authorised to do such acts and deeds in their sole and absolute discretion and opinion deemed expedient and appropriate to implement and give effect to the Subscription Agreement and the transactions contemplated thereunder and to make immaterial amendments and variations to the Subscription Agreement.</p>	115,422,284	99.99	180	0.01

As more than 50% of the valid votes were cast in favour of each of the Resolutions, each of the Resolutions was duly passed as an ordinary resolution of the Company by way of poll at the EGM.

STATUS UPDATE IN RELATION TO THE POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS

As disclosed in the Rule 3.5 Announcement, the Offers will only be made if the Acquisition Completion and the Subscription Completion take place, both of which are in turn subject to fulfilment and/or waiver (as the case may be) of conditions precedent as disclosed in the paragraph headed “Conditions precedent” under each of the sections headed “Acquisition Agreement” and “Subscription Agreement” in the Rule 3.5 Announcement.

Immediately after the EGM held on the date of this joint announcement, conditions (a) and (b) set out in the paragraph headed “Conditions precedent” under the section headed “Acquisition Agreement” in the Rule 3.5 Announcement were fulfilled and condition (a) set out in the paragraph headed “Conditions precedent” under the section headed “Subscription Agreement” in the Rule 3.5 Announcement was fulfilled. Save as disclosed, no other conditions have been fulfilled and/or waived as at the date of this joint announcement.

The Offeror and the Company will continue to progress with the fulfilment of the conditions precedent to the Acquisition Completion and the Subscription Completion.

Further announcement(s) will be jointly made by the Offeror and the Company in accordance with the Takeovers Code on the status and progress in connection with the Offers including the Acquisition Completion and Subscription Completion, as and when appropriate.

WARNING

The Shareholders, Optionholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders, Optionholders and potential investors of the Company are in any doubt about their position or as to the action they should take, they should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors of
Goldbond Group Holdings Limited
金榜集團控股有限公司
Wong Charles Yu Lung
Director

By order of the Board
China Rongzhong Financial Holdings
Company Limited
中國融眾金融控股有限公司
Wong Emilie Hoi Yan
Executive Director

Hong Kong, 9 January 2024

As at the date of this joint announcement, the board of directors of Offeror comprises Mr. Wong Charles Yu Lung, Ms. Wong Michelle Yatyee and Mr. Wong Ming Bun David.

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

As at the date of this joint 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 joint announcement (other than information relating to Offeror Concert Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of Offeror in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.