

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES**

The Board hereby announces that Mr. Vincent Ng has resigned as an Independent Non-executive Director and has ceased to be a member of the Audit Committee and the Risk Management Committee; and the chairman of the Remuneration Committee and the Nomination Committee of the Company.

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (collectively, the “**Board**” and each a “**Director**”) of China Rongzhong Financial Holdings Company Limited (the “**Company**”) hereby announces that Mr. Ng Wing Chung Vincent (“**Mr. Vincent Ng**”) has resigned as an independent non-executive Director (“**Independent Non-executive Director**”) of the Company, due to his decision to devote more time to his other business commitments, with effect from 30 September 2024. Simultaneously to his resignation stated above, Mr. Vincent Ng has ceased to be a member of the audit committee (“**Audit Committee**”) and the risk management committee (“**Risk Management Committee**”); and the chairman of the remuneration committee (“**Remuneration Committee**”) and the nomination committee (“**Nomination Committee**”) of the Board.

Mr. Vincent Ng has confirmed that he has no disagreement with the Board and that there are no matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Vincent Ng’s contribution to the Company during his tenure of office.

## **NON-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21, 3.25 AND 3.27A OF THE LISTING RULES**

Following the resignation of Mr. Vincent Ng as an Independent Non-executive Director with effect from 30 September 2024, the Board has only two Independent Non-executive Directors which fell short of the minimum number (namely three Independent Non-executive Directors) and proportion (namely one-third of the Board) as required under Rule 3.10(1) and Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The required composition of the Audit Committee, Remuneration Committee and Nomination Committee did not meet the requirements under Rule 3.21, Rule 3.25 and Rule 3.27A of the Listing Rules:

- i. the Audit Committee currently comprises of two non-executive Directors and two Independent Non-executive Directors, which fails to comply with the requirement of Rule 3.21 of the Listing Rules in respect of having a majority members being Independent Non-executive Directors;
- ii. the Remuneration Committee currently does not have a chairman and comprises of two non-executive Directors and two Independent Non-executive Directors, which fails to comply with the requirement of Rule 3.25 of the Listing Rules in respect of having a majority members being Independent Non-executive Directors; and
- iii. the Nomination Committee currently does not have a chairman and comprises of two non-executive Directors and two Independent Non-executive Directors, which fails to comply with the requirement of Rule 3.27A of the Listing Rules in respect of having a majority members being Independent Non-executive Directors.

The Board is currently identifying suitable candidates to fill the vacancies of Independent Non-executive Director to meet the above requirements as soon as practicable and within three months from the date hereof. Further announcement(s) will be made by the Company upon fulfilment of the requirements in accordance with the Listing Rules.

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

Hong Kong, 30 September 2024

*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 and Mr. Ng Yuk Yeung Paul.*