
IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Rongzhong Financial Holdings Company Limited, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer, the bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 23 August 2019 at 10:00 a.m. (the “AGM”) is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e not later than 10:00 a.m. on Wednesday, 21 August 2019) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

19 July 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held and convened on Friday, 23 August 2019 at 10:00 a.m. at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong or any adjournment thereof
“AGM Date”	Friday, 23 August 2019
“AGM Notice”	the notice of the AGM
“Articles”	the memorandum and articles of association of the Company currently in force, as amended from time to time and an “Article” shall mean an article thereof
“Board”	the board of Directors
“Business Day(s)”	any day on which the Stock Exchange is open for business of dealing in securities
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	China Rongzhong Financial Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) whose issued Shares are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general mandate to allot, issue and deal with the Shares proposed to be granted to the Board as described in the ordinary resolution No. 5 of the AGM Notice
“Latest Practicable Date”	11 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Repurchase Mandate”	the general mandate to repurchase Shares proposed to be granted to the Board as described in the ordinary resolution No. 4 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Director:

Ms. Wong Emilie Hoi Yan

Non-executive Directors:

Mr. Chen Shuai (*Chairman*)

Ms. Wong Jacqueline Yue Yee

Ms. Wong Michelle Yatyee

Mr. Wong Ming Bun, David

Independent Non-executive Directors:

Mr. Duan Changfeng

Mr. Yu Yang

Ms. Zou Lin

Registered Office:

P.O. Box 10008

Willow House, Cricket Square

Grand Cayman KY1-1001

Cayman Islands

***Headquarter and Principal Place
of Business in China:***

Floor 18, Tower B

Optics Valley International Plaza

No. 889 Luoyu Road

East Lake Development Zone

Wuhan, Hubei Province

China

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

Room 1306, 13/F

Tai Yau Building

No. 181 Johnston Road

Wan Chai, Hong Kong

19 July 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
SHARES AND ISSUE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, the proposals for (a) the re-election of the retiring directors of the Company; (b) the grant of authority to the Board of the Repurchase Mandate to repurchase Shares as set out in the ordinary resolution No. 4 of the AGM Notice; and (c) the grant of authority to the Board of the Issue Mandate to allot, issue and deal with the Shares as set out in the ordinary resolution No. 5 (and the extension thereto as described in the ordinary resolution No. 6 of the AGM Notice).

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Director of the Company is Ms. Wong Emilie Hoi Yan; the non-executive Directors 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 (“INEDs”) are Mr. Duan Changfeng, Mr. Yu Yang and Ms. Zou Lin.

Pursuant to Article 108 of the Articles, Mr. Duan Changfeng and Ms. Zou Lin will retire by rotation at the AGM. Pursuant to Article 112 of the Articles, Mr. Yu Yang who was appointed as an independent non-executive Director on 30 August 2018, Ms. Wong Michelle Yatyee and Mr. Wong Ming Bun, David who was each appointed as a non-executive Director on 11 July 2019 respectively shall hold office until the AGM. The retiring Directors, being eligible, offer themselves for re-election.

The nomination committee of the Company (the “Nomination Committee”) has reviewed the re-election of Directors and upon recommendation made to the Board, the Board recommended that re-election of retiring Directors be proposed for Shareholders’ approval in the AGM. At the AGM, ordinary resolutions will be proposed to re-elect:

- i. each of Ms. Wong Michelle Yatyee and Mr. Wong Ming Bun, David as a non-executive Director; and
- ii. each of Mr. Duan Changfeng, Mr. Yu Yang and Ms. Zou Lin as an independent non-executive Director.

Each of the retiring Director abstained from voting on the respective proposition of their recommendation for re-election by the Shareholders.

The information of each of the retiring Director to be re-elected at the AGM are set out in Appendix II hereto.

The nominations of the re-election of Directors were made in accordance with the nomination policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and education background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

The Nomination Committee has assessed and reviewed the annual written confirmation received from each of the INEDs confirming their respective independence being in compliance with the guidelines as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs, remained independent.

LETTER FROM THE BOARD

REPURCHASE MANDATE AND ISSUE MANDATE

The general mandate granting the Board the authority to repurchase the issued shares of the Company on the Stock Exchange not exceeding 10% of the aggregate number of shares of the Company in issue as at the AGM Date (subject to adjustment in the case of subdivision and consolidation of Shares), is as set out as the ordinary resolution No. 4 of the AGM Notice.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

The general mandate granting the Board the authority to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% in nominal value of its existing issued share capital and the number of any securities repurchased pursuant to the Company's Articles will be put forward at the AGM for Shareholders' approval as an ordinary resolution as set out as the ordinary resolution No. 5. As at the Latest Practicable Date, the number of Shares in issue was 412,509,000 Shares. Subject to the passing of the ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or repurchased up to the AGM Date, the Company would be allowed under the Issue Mandate to issue a maximum of 82,501,800 Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

For details, please refer to ordinary resolutions No. 4 and No. 5 of the AGM Notice contained in pages AGM-1 to AGM-3 of this circular.

THE AGM

A notice convening the AGM to be held on Friday, 23 August 2019 at 10:00 a.m. at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

A form of proxy is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e not later than 10:00 a.m. on Wednesday, 21 August 2019) or any adjournment thereof (as the case may be). The return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING AT THE AGM

Under Rule 13.39 of the Listing Rules and the Articles, all votes of the Shareholders at general meetings must be taken by poll except where the chairman, in good faith, decides to allow resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

BOOK CLOSURE FOR AGM ATTENDANCE

In order to ascertain the right to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 August 2019 to Friday, 23 August 2019 (both days inclusive) during which period no transfer of Shares will be registered. Shareholders are reminded that in order to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged 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 not later than 4:30 p.m. on Monday, 19 August 2019.

RECOMMENDATION

The Directors consider that the proposed resolutions for approving the re-election of the retiring Directors, the Repurchases Mandate, the Issue Mandate and the extension thereof as set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all proposed resolutions as set out in the AGM Notice at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Wong Emilie Hoi Yan
Executive Director

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolution approving the Repurchase Mandate at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 412,509,000 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM Date and subject to the passing of the relevant ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 41,250,900 Shares, representing 10% of the total number of share in issue at the date of the passing of the Repurchase Mandate during the Relevant Period (as defined in ordinary resolution No. 4(c) of the AGM Notice as set out on page AGM-2 of this circular).

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or its earnings per Share and will only be made when the Directors consider that such repurchases will benefit the Company and the Shareholders.

3. FUNDING FOR REPURCHASES

Repurchases of Shares must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands, being profits of the Company or out of the proceeds of a fresh issue of the Shares made for the purpose of the repurchase, or, if authorised by the Articles and subject to the Cayman Islands Companies Law, out of capital of the Company, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased, or if authorised by the Articles and subject to the Cayman Islands Companies Law, out of capital of the Company. According to the financial position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2019, the Directors anticipated that there might be an adverse impact on the working capital or gearing position for the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. GENERAL

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, their respective close associates, have any present intention to sell any of the Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders. No core connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell any of the Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the applicable laws of the Cayman Islands and the Listing Rules.

No repurchase of the Shares has been made by the Company or its subsidiaries in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

5. EFFECT UNDER THE TAKEOVERS CODE

Upon the exercise of the authority to repurchase the Shares pursuant to the Repurchase Mandate, if a Shareholder's proportionate interest in the voting rights of the Company increase, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of the Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Perfect Honour Limited ("Perfect Honour", a Controlling Shareholder) is directly interested in approximately 34.86% of the issued Shares who is presumed to be acting in concert with Ms. Wong Jacqueline Yue Yee ("Ms. Jacqueline Wong") and Ms. Wong Michelle Yatyee ("Ms. Michelle Wong"). Ms. Jacqueline Wong is the founder of a discretionary trust which holds the entire issued share capital of Legend Crown International Limited ("Legend Crown") and Plenty Boom Investments Limited ("Plenty Boom") which have interest in shares of the Company. Ms. Jacqueline Wong and Ms. Michelle Wong are also the beneficiaries of a trust which, in turn, is interested in the Company through Perfect Honour. Silver Creation Investments Limited ("Silver Creation", a Substantial Shareholder) is directly interested in approximately 20.55%, and Mr. Xie Xiaoqing ("Mr. Xie", a Substantial Shareholder) is indirectly interested in approximately 12.41% of the issued Shares respectively. Save as disclosed, none of the above mentioned Controlling Shareholder and Substantial Shareholders are parties acting in concert.

Assuming that there will be no change between the Latest Practicable Date and the exercise date of the Repurchase Mandate (if approved) to the above shareholdings of Perfect Honour, Silver Creation and Mr. Xie, and such mandate will be exercised in full, the shareholdings of Perfect Honour, Silver Creation and Mr. Xie will be increased to approximately 38.73%, 22.83% and 13.79% respectively. Assuming that the issued share capital of the Company remains unchanged up to the exercise date of the Repurchase Mandate, such increase in percentage of the shareholding of Perfect Honour will give rise to an obligation for it to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would, in circumstance: (a) give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; or (b) result in less than 25% of the issued Shares in the public hands.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve (12) previous months up to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2018		
July	0.720	0.680
August	0.630	0.370
September	0.710	0.395
October	0.480	0.385
November	0.620	0.420
December	0.485	0.410
2019		
January	0.580	0.415
February	0.580	0.425
March	0.500	0.415
April	0.510	0.450
May	0.550	0.370
June	0.500	0.430
July (up to the Latest Practicable Date)	0.455	0.455

The following is the information, as at the Latest Practicable Date, on the retiring Directors proposed to be re-elected at the AGM and required to be disclosed pursuant to the Listing Rules.

- (a) Ms. Wong, Michelle Yatyee (“Ms. Michelle Wong”), aged 38, was appointed as a non-executive Director on 11 July 2019. She is primarily responsible for advising on strategic development and corporate governance of the Group. Ms. Michelle Wong is an executive director of Goldbond Group Holdings Limited (“Goldbond”, a company listed on the Stock Exchange with stock code: 00172), a Controlling Shareholder. She graduated from the University of Southern California, California, the United States of America with a bachelor degree of arts in political science and holds a juris doctorate in law from Whittier Law School, California, the U.S.A.

Ms. Michelle Wong is a daughter of Mr. Wong Charles Yu Lung and Mrs. Wong Fang Pik Chun, each a Controlling Shareholder. She is a sister of Ms. Wong Jacqueline Yue Yee, a non-executive Director and Controlling Shareholder. She is also a cousin of Ms. Wong Emilie Hoi Yan, an executive Director and the chief executive officer of the Company.

Ms. Michelle Wong is interested in Legend Crown and Plenty Boom which have interests in the shares of the Company. Ms. Michelle Wong is also the beneficiary of a trust. Ms. Michelle Wong was taken to be interest in a total of 202,543,525 underlying Shares within the meaning of Part XV of the SFO. Ms. Michelle Wong is also a director of (i) certain subsidiaries of Goldbond, (ii) Legend Crown, and (iii) Plenty Boom.

Ms. Michelle Wong’s directorship with the Company is subject to retirement by rotation and re-election at the AGM in accordance with the provisions of the Articles. There is a service contract between Ms. Michelle Wong and the Company, she is entitled to a director’s fee of HK\$120,000 annually as specified in her service contract, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities within the Group and the benchmarks from similar positions and prevailing market conditions. Ms. Michelle Wong is not entitled to the benefits or other entitlements which are available to the employees of the Company.

Save as disclosed in this circular, at the Latest Practicable Date, Ms. Michelle Wong was not interested in any Shares within the meaning of Part XV of the SFO. Save as disclosed in this circular, Ms. Michelle Wong does not have any relationship with any other Directors, senior management, Controlling Shareholders, or Substantial Shareholders.

Save as disclosed in this circular, Ms. Michelle Wong has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

- (b) Mr. Wong Ming Bun, David (“Mr. David Wong”), aged 46, was appointed as a non-executive Director on 11 July 2019. He is primarily responsible for advising on strategic development and corporate governance of the Group. Mr. David Wong has over 20 years of professional experience in capital market, financial investment and asset management. He is the chief executive officer of Goldbond, a Controlling Shareholder. Prior to joining Goldbond, he was a Senior Vice President at Franklin Templeton Darby Private Equity responsible for deal origination, execution and monitoring, he was also involved in fundraising for regional growth capital funds with a primary focus on private credit and mezzanine financing in the Greater China and Southeast Asian region. Before that, he was an Equity Research Analyst in Citigroup Smith Barney’s Asia Pacific Consumer Research team, covering a portfolio of listed companies in Hong Kong, Taiwan, South Korea, Indonesia, Singapore and Malaysia. Previously, Mr. David Wong worked at PricewaterhouseCoopers focusing on banking and capital market assurance and business advisory services. He graduated from the University of Toronto with a Bachelor of Commerce degree majoring in Accounting & Finance and is also a Certified Public Accountant (AICPA, HKICPA), Chartered Global Management Accountant (AICPA) and Certified Management Accountant (IMA).

Mr. David Wong’s directorship with the Company is subject to retirement by rotation and re-election at the AGM in accordance with the provisions of the Articles. There is a service contract between Mr. David Wong and the Company, he is entitled to a director’s fee of HK\$120,000 annually as specified in his service contract, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities within the Group and the benchmarks from similar positions and prevailing market conditions. Mr. David Wong is not entitled to the benefits or other entitlements which are available to the employees of the Company.

Save as disclosed in this circular, at the Latest Practicable Date, Mr. David Wong was not interested in any Shares within the meaning of Part XV of the SFO. Save as disclosed in this circular, Mr. David Wong does not have any relationship with any other Directors, senior management, Controlling Shareholders, or Substantial Shareholders of the Company.

Save as disclosed in this circular, Mr. David Wong has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

- (c) Mr. Duan Changfeng (“Mr. Duan”), aged 67, was appointed as an independent non-executive Director on 18 December 2015 and is primarily responsible for supervising and providing independent judgment to the Board. Mr. Duan has over 20 years of experience in banking and finance industries. From December 1992 to July 2012, he worked for China Merchants Bank first as the deputy general manager of the administration department (head office) and later as the president of several branches and sub-branches.

Mr. Duan’s directorship with the Company is subject to retirement by rotation and re-election at the AGM in accordance with the provisions of the Articles. There is a service contract between Mr. Duan and the Company, he is entitled to a director’s fee of HK\$240,000 annually as specified in his service contract, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities within the Group and the benchmarks from similar positions and prevailing market conditions. Mr. Duan is not entitled to the benefits or other entitlements which are available to the employees of the Company.

Save as disclosed in this circular, at the Latest Practicable Date, Mr. Duan was not interested in any Shares within the meaning of Part XV of the SFO. Save as disclosed in this circular, Mr. Duan does not have any relationship with any other Directors, senior management, Controlling Shareholders, or Substantial Shareholders.

Save as disclosed in this circular, Mr. Duan has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

- (d) Mr. Yu Yang (“Mr. Yu”), aged 43, was appointed as an independent non-executive Director on 30 August 2018 and is primarily responsible for supervising and providing independent judgment to the Board. Mr. Yu has extensive experience in initial public offerings, project refinancing and asset restructuring. Mr. Yu graduated from Jilin University in July 1995 with a bachelor degree in technical economics. In July 2004, he graduated from Nankai University with a master degree in financial management. He was registered as a certified public accountant in August 2008. From August 2004 to June 2005, he served as the finance manager in CCID Group where he was in charge of the finance department of CCID Consulting Company Limited (a company listed on the GEM of the Stock Exchange with stock code 08235). From July 2005 to August 2012, he worked for Beijing Zhongyongxin Certified Public Accountants Co., Ltd. (北京中永信會計師事務所有限公司), where he served as an audit assistant and a project manager. From August 2012 to June 2015, he worked for Beijing Zhongdeheng Certified Public Accountants Co., Ltd (北京中德恒會計師事務所有限公司) as a project manager. From June 2015 to October 2016, he worked for Xinghua Certified Public Accountants (Special General Partnership) as a project manager. Mr. Yu, joined Zhongxinghua Certified Public Accountant LLP and served as a partner since 2016 and he is currently serving as the leading partner of regional business division number nine.

Mr. Yu’s directorship with the Company is subject to retirement by rotation and re-election at the AGM in accordance with the provisions of the Articles. There is a service contract between Mr. Yu and the Company, he is entitled to a director’s fee of HK\$240,000 annually as specified in his service contract, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities within the Group and the benchmarks from similar positions and prevailing market conditions. Mr. Yu is not entitled to the benefits or other entitlements which are available to the employees of the Company.

Save as disclosed in this circular, at the Latest Practicable Date, Mr. Yu was not interested in any Shares within the meaning of Part XV of the SFO. Save as disclosed in this circular, Mr. Yu does not have any relationship with any other Directors, senior management, Controlling Shareholders, or Substantial Shareholders.

Save as disclosed in this circular, Mr. Yu has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

- (e) Ms. Zou Lin (“Ms. Zou”), aged 55, was appointed as an independent non-executive Director on 18 December 2015 and is primarily responsible for supervising and providing independent judgment to the Board. Ms. Zou is a qualified lawyer in the PRC. Ms. Zou obtained her master degree in civil law from China University of Political Science and Law in November 1999. She is also an arbitrator of Wuhan Arbitration Committee and a qualified tax agent. From October 1982 to June 1990, Ms. Zou worked for the Wuchang Branch of Wuhan Bureau of Public Security. From June 1990 to August 1994, Ms. Zou worked for the Department of Justice in Hubei Province. Ms. Zou has been working in Hubei Pengzhan Law Office as a lawyer since September 2000.

Ms. Zou’s directorship with the Company is subject to retirement by rotation and re-election at the AGM in accordance with the provisions of the Articles. There is a service contract between Ms. Zou and the Company, she is entitled to a director’s fee of HK\$240,000 annually as specified in her service contract, which has been recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities within the Group and the benchmarks from similar positions and prevailing market conditions. Ms. Zou is not entitled to the benefits or other entitlements which are available to the employees of the Company.

Save as disclosed in this circular, at the Latest Practicable Date, Ms. Zou was not interested in any Shares within the meaning of Part XV of the SFO. Save as disclosed in this circular, Ms. Zou does not have any relationship with any other Directors, senior management, Controlling Shareholders, or Substantial Shareholders.

Save as disclosed in this circular, Ms. Zou has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three (3) years.

Save as disclosed above, the Board is not aware of any information that needed to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of the above Directors.

AGM NOTICE



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)

NOTICE IS HEREBY GIVEN that an annual general meeting of China Rongzhong Financial Holdings Company Limited 中國融眾金融控股有限公司 (the “Company”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 23 August 2019 at 10:00 a.m. to transact the following ordinary business:

1. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor of the Company for the year ended 31 March 2019;
2. to re-elect the following retiring directors of the Company and to authorise the board of directors of the Company (the “Board”) to fix their remuneration:
 - (a) Ms. Wong Michelle Yatye as a non-executive director;
 - (b) Mr. Wong Ming Bun, David as a non-executive director;
 - (c) Mr. Duan Changfeng as an independent non-executive director;
 - (d) Mr. Yu Yang as an independent non-executive director; and
 - (e) Ms. Zou Lin as an independent non-executive director;
3. to re-appoint BDO Limited as independent auditor of the Company and to authorize the Board to fix their remuneration;
4. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

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(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

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- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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6. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

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

Hong Kong,
19 July 2019

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

Room 1306, 13/F
Tai Yau Building
No. 181 Johnston Road
Wan Chai, Hong Kong

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Notes:

1. A shareholder of the Company 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/her behalf. The proxy does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
2. A form of proxy in respect of the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed therein.
3. In order to be valid, a form of proxy, 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 (i.e not later than 10:00 a.m. on Wednesday, 21 August 2019) or adjourned meeting (as the case may be).
4. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof. In such event, the form of proxy 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/she 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. Information on the retiring directors of the Company is set out in Appendix II to the Company's circular dated 19 July 2019.
7. 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 closure are set out below:

Latest time to lodge transfer documents for registration:	4:30 p.m. on Monday, 19 August 2019
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Closure of register of members:	Tuesday, 20 August 2019 to Friday, 23 August 2019 (both dates inclusive)
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Record date:	Friday, 23 August 2019
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During the above closure period, 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.

8. References to time and dates in this notice are to Hong Kong time and dates.