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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 OCTOBER 2022

POLL RESULTS OF THE ANNUAL GENERAL MEETING

References are made to the circular dated 30 September 2022 and the notice of annual general meeting (the “**AGM Notice**”) dated 30 September 2022 issued by China Rongzhong Financial Holdings Company Limited (the “**Company**”).

The board of directors (collectively the “**Board**” and each a “**Director**”) of the Company hereby announces that at the annual general meeting of the Company held on 31 October 2022 (the “**AGM**”), all the ordinary resolutions and special resolution proposed at the AGM (the “**Resolutions**”) were voted by way of poll at the AGM. All Directors of the Company, except for Mr. Yu Yang, an independent non-executive Director of the Company, attended the AGM in person or by electronic means.

As at the date of the AGM, the total number of ordinary shares of the Company in issue was 412,509,000 shares being the total number of shares entitling the holders to attend and vote on all the Resolutions proposed at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of any of the Resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholders of the Company was required to abstain from voting on any of the Resolutions put on vote at the AGM under the Listing Rules.

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

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

ORDINARY RESOLUTIONS		FOR		AGAINST	
		Number of shares voted	Percent (%)	Number of shares voted	Percent (%)
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 2022.	259,000,272	100.00	0	0.00
2	(a) To re-elect Ms. Wong Jacqueline Yue Yee as a non-executive Director of the Company and to authorise the Board to fix her remuneration.	259,000,272	100.00	0	0.00
	(b) To re-elect Mr. Ng Wing Chung Vincent as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.	259,000,272	100.00	0	0.00
	(c) To re-elect Mr. Yu Yang as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.	43,752,467	16.89	215,247,805	83.11
3	To re-appoint Moore Stephens CPA Limited as independent auditor of the Company and to authorise the Board to fix their remuneration.	259,000,272	100.00	0	0.00
4	To grant a general mandate to the Board to repurchase shares of the Company. ^(Note)	259,000,272	100.00	0	0.00
5	To grant a general mandate to the Board to issue, allot and deal with the shares of the Company. ^(Note)	259,000,272	100.00	0	0.00
6	To extend the general mandate granted to the Board to issue shares of the Company by the number of shares repurchased. ^(Note)	259,000,272	100.00	0	0.00
SPECIAL RESOLUTION					
7	To approve the amendment(s) to the memorandum and articles of association of the Company and the adoption of the new amended and restated memorandum and articles of association of the Company. ^(Note)	259,000,272	100.00	0	0.00

Note: Full text of Resolutions numbered 4, 5, 6 and 7 appears in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above Resolutions numbered 1, 2(a), 2(b) and 3 to 6, such Resolutions were carried as ordinary resolutions of the Company at the AGM.

As less than 50% of the votes were cast in favour of Resolution numbered 2(c), such Resolution was not passed as ordinary resolutions of the Company at the AGM.

As not less than 75% of the votes were cast in favour of the above Resolutions numbered 7, such Resolution was carried as special resolution of the Company at the AGM.

RETIREMENT OF DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

As indicated above, Resolution numbered 2(c) regarding the re-election of Mr. Yu Yang (“**Mr. Yu**”) as the independent non-executive director of the Company (the “**Independent Non-executive Director**”) was not passed by the Shareholders at the AGM since there was not a majority of votes cast for such Resolution. At the conclusion of the AGM:

Mr. Yu has retired as an Independent Non-executive Director and ceased to be the chairman of the audit committee (“**Audit Committee**”), a member of the remuneration committee (“**Remuneration Committee**”), a member of the nomination committee (“**Nomination Committee**”) and a member of the risk management committee of the Board.

The Board is not aware of any disagreement with Mr. Yu or any matters relating to his retirement that need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited. The Board would like to extend its appreciation to Mr. Yu for his valuable contribution to the Company during his tenure of office.

NON-COMPLIANCE WITH RULES 3.10, 3.10A, 3.21, 3.25 AND CODE PROVISION A.5.1 OF APPENDIX 14 OF THE LISTING RULES

Following the retirements of Mr. Yu as the Independent Non-executive Directors with effect from the conclusion of the AGM, the Board has only two Independent Non-executive Director 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 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 the code provision A.5.1 of Appendix 14 of the Listing Rules:

- i. the Audit 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 3.21 of the Listing Rules in respect of having a majority members being Independent Non-executive Directors;
- ii. the Remuneration Committee currently 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 comprises of two non-executive Directors and two Independent Non-executive Directors, which fails to comply with the requirement of the code provision A.5.1 of Appendix 14 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, 31 October 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 and Mr. Ng Wing Chung Vincent.