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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) 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 10:30 a.m. on Tuesday, 9 January 2024 at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company, with or without amendments:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (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;
- (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
- (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.”

2. “**THAT:**

- (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;
- (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
- (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.”

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

Hong Kong,

15 December 2023

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

Unit 3901, 39/F,
Tower One, Lippo Centre,
89 Queensway,
Hong Kong

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.
- 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the above meeting 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. 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 closures are set out below:

For determining eligibility to attend and vote at the above meeting:

Latest time to lodge transfer documents for registration: 4:30 p.m. on Wednesday, 3 January 2024

Closure of register of members: Thursday, 4 January 2024 to
Tuesday, 9 January 2024 (both dates inclusive)

Record date: Tuesday, 9 January 2024

During the above closure periods, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong as stated in this notice or to our email at info@chinartzfh.com. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited
17/F, Far East Finance Centre, 16 Harcourt Road,
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185

7. As at the date of this notice, 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.