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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) DESPATCH OF CIRCULAR IN RELATION TO (A) MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE REMAINING 49% OF THE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE; AND (B) CONNECTED TRANSACTION IN RELATION TO THE SUBSCRIPTION FOR NEW SHARES UNDER SPECIFIC MANDATE;

(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); AND

(3) CLARIFICATION ON RULE 3.5 ANNOUNCEMENT AND CIRCULAR

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 possible Offers, and the transactions contemplated thereunder (the “**Rule 3.5 Announcement**”); (ii) the announcement jointly issued by the Offeror and the Company dated 20 November 2023 in relation to delay in despatch of the Circular and the Composite Document (the “**Delay in Despatch Announcement**”); and (iii) the Circular dated 15 December 2023 in relation to, among others, the Acquisition and the Subscription. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement, the Delay in Despatch Announcement, and the Circular.

DESPATCH OF CIRCULAR

The Circular containing, among other things, (i) further details of the Acquisition and the Subscription; and (ii) a notice convening the EGM, has been despatched to the Shareholders on 15 December 2023.

The EGM will be held at 10:30 a.m. on Tuesday, 9 January 2024, at which resolutions will be proposed for the Independent Shareholders to consider, and, if thought fit, to approve the Acquisition Agreement, the Subscription Agreement, and the transactions contemplated thereunder. Further details are set out in the Circular and the notice of EGM dated 15 December 2023.

STATUS OF FULFILMENT OF THE CONDITIONS PRECEDENT

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.

As at the date of this joint announcement, the Company has obtained the Valuation Report on the value of 100% of the Target Group as a group as at 30 September 2023 prepared by the Independent Valuer, the full text of which is set out in Appendix V to the Circular. Accordingly, condition (b) set out in the paragraph headed “Conditions precedent” under the section headed “Acquisition Agreement” in the Rule 3.5 Announcement has been fulfilled. Save as disclosed, no other conditions have been fulfilled and/or waived as at the date of this joint announcement.

As disclosed above, the EGM will be held on Tuesday, 9 January 2024 at 10:30 a.m. Upon passing of the necessary resolutions at the EGM, condition (a) set out in the paragraph headed “Conditions precedent” under each of the sections headed “Acquisition Agreement” and “Subscription Agreement” in the Rule 3.5 Announcement will be fulfilled.

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

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, as and when appropriate.

CLARIFICATION ON RULE 3.5 ANNOUNCEMENT AND CIRCULAR

It was stated in the Rule 3.5 Announcement and the Circular that the possible Offers would be made by Ping An of China Capital (Hong Kong) Company Limited for and on behalf of the Offeror.

The Offeror and the Company would like to clarify that (1) the possible Offers will be made by China PA Securities (Hong Kong) Company Limited (“**PA Securities**”), an entity licensed by the SFC to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO under the same parent company as Ping An of China Capital (Hong Kong) Company Limited, for and on behalf of the Offeror in the capacity of an offer agent instead; and (2) Ping An of China Capital (Hong Kong) Company Limited (“**Ping An**”), an entity licenced by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, has acted and will remain to act as the financial adviser to the Offeror.

As such, reference to “Ping An of China Capital (Hong Kong) Company Limited” on page 1 of the Rule 3.5 Announcement should have been stated as “China PA Securities (Hong Kong) Company Limited” instead, and references to “Ping An” on pages 4, 23, 40, 46 and 48 of the Rule 3.5 Announcement should have been stated as “PA Securities” instead, while references to “Ping An” on pages 5, 26 and 47 of the Rule 3.5 Announcement should remain unchanged. Similarly, references to “Ping An” on pages 2, 8 and 9 of the Circular should have been stated as “PA Securities” as well.

Save for the above clarification, all other information and contents of the Rule 3.5 Announcement and the Circular remain unchanged.

WARNING

Acquisition Completion and Subscription Completion are inter-conditional upon each other. The Offers will only be made if both Acquisition Completion and Subscription Completion take place. Acquisition Completion and Subscription Completion are subject to satisfaction and/or waiver of the conditions precedent contained in the Acquisition Agreement and the Subscription Agreement. Accordingly, Acquisition Completion and Subscription Completion may or may not take place and the Offers may or may not be made.

Shareholders, Optionholders and potential investors are advised to monitor the announcements to be made by the Company or jointly by the Offeror and the Company in respect of the progress of the Offers and exercise caution when dealing in the securities of the Company. If Shareholders, Optionholders and potential investors are in any doubt about their position, they should consult their 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, 15 December 2023

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) 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) 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.