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RONGZHONG

**CHINA RONGZHONG FINANCIAL
HOLDINGS COMPANY LIMITED**
中國融眾金融控股有限公司

GOLDBOND GROUP HOLDINGS LIMITED
金榜集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03963)

JOINT ANNOUNCEMENT

**(1) COMPLETION OF (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; AND
(2) 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)**

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 Offers, and the transactions contemplated thereunder (the “**Rule 3.5 Announcement**”); (ii) the Circular dated 15 December 2023 in relation to, among others, the Acquisition and the Subscription; and (iii) the poll results announcement dated 9 January 2024 in relation to, among others, the passing of the necessary resolutions at the EGM for 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.

COMPLETION OF THE ACQUISITION AND THE SUBSCRIPTION

The Offeror and the Company are pleased to announce that all the conditions precedent under the Acquisition Agreement and the Subscription Agreement have been fulfilled and the Acquisition Completion and Subscription Completion took place on 18 January 2024 as agreed by the Offeror and the Company. The Offeror was allotted and issued 46,052,632 new Shares upon Acquisition Completion and 123,490,939 new Shares upon Subscription Completion, in aggregate representing approximately 28.72% of the issued share capital of the Company as at the date of this joint announcement as enlarged by the allotment and issue of the new Shares, credited as fully paid, at HK\$0.38 per Share. As a result, immediately after Acquisition Completion and Subscription Completion which took place on the date of this joint announcement, the Offeror Concert Group holds 341,833,716 Shares, representing approximately 57.91% of the issued share capital of the Company.

The following table sets out the shareholding structure of the Company (i) immediately before Acquisition Completion and Subscription Completion; and (ii) immediately following Acquisition Completion and Subscription Completion on the date of this joint announcement:

| Shareholders | Immediately before Acquisition Completion and Subscription Completion | | Immediately after Acquisition Completion and Subscription Completion on the date of this joint announcement | |
|--|--|---------------------------------|---|---------------------------------|
| | <i>Number of Shares held</i> | <i>% of Shares in issue</i> | <i>Number of Shares held</i> | <i>% of Shares in issue</i> |
| | Offeror Concert Group | | | |
| – Offeror (<i>Note 1</i>) | 8,250,000 | 1.96 | 177,793,571 | 30.12 |
| – Parties acting in concert with the Offeror: | | | | |
| a. Perfect Honour (<i>Note 2</i>) | 143,805,903 | 34.18 | 143,805,903 | 24.36 |
| b. Legend Crown (<i>Note 3</i>) | 10,127,176 | 2.41 | 10,127,176 | 1.72 |
| c. Plenty Boom (<i>Note 3</i>) | 10,107,066 | 2.40 | 10,107,066 | 1.71 |
| Parties acting in concert with the Offeror subtotal | 164,040,145 | 38.99 | 164,040,145 | 27.79 |
| Offeror Concert Group subtotal | 172,290,145 | 40.95 | 341,833,716 | 57.91 |
| Mr. Xie Xiaoqing (<i>Note 4</i>) | 51,207,600 | 12.17 | 51,207,600 | 8.67 |
| Public Shareholders | <u>197,261,255</u> | <u>46.88</u> | <u>197,261,255</u> | <u>33.42</u> |
| Total | <u>420,759,000</u> | <u>100.00</u> | <u>590,302,571</u> | <u>100.00</u> |

Notes:

1. In addition to these interest in Shares, Solomon Glory Limited, a wholly-owned subsidiary of the Offeror, holds a short position in 38,503,380 Charged Shares, which are held by Yong Hua International Limited and charged to Solomon Glory Limited. Please refer to Note 4 below and the section headed “Possible Mandatory Unconditional Cash Offer” in the Rule 3.5 Announcement for further details.
2. Perfect Honour is a directly wholly-owned subsidiary of the Offeror.
3. Legend Crown and Plenty Boom are wholly-owned by Ace York Management Trust (a discretionary trust founded by Ms. Jacqueline Wong), of which the trustee is Ace York Investment and the beneficiaries include Ms. Michelle Wong and Ms. Jacqueline Wong.
4. According to the information available based on the disclosure of interest forms, these Shares include (i) 2,117,370 Shares (representing approximately 0.36% of the issued share capital of the Company as at the date of this joint announcement) held by Capital Grower Limited; (ii) 10,586,850 Shares (representing approximately 1.79% of the issued share capital of the Company as at the date of this joint announcement) held by Clifton Rise International Limited; and (iii) 38,503,380 Charged Shares (representing approximately 6.52% of the issued share capital of the Company as at the date of this joint announcement) held by Yong Hua International Limited, which are all companies wholly-owned by Mr. Xie Xiaoqing. Please refer to the section headed “Possible Mandatory Unconditional Cash Offer” in the Rule 3.5 Announcement for further details.
5. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

UNCONDITIONAL MANDATORY CASH OFFERS

Pursuant to Rule 26.1 of the Takeovers Code, upon Acquisition Completion and Subscription Completion, the Offeror is required to make the Share Offer for all the issued Shares held by the Offer Shareholders. The Offeror is also required to make the Option Offer to the Optionholders other than the Offeror Concert Group (the “**Offer Optionholders**”) for the cancellation of all outstanding Share Options pursuant to Rule 13 of the Takeovers Code. Accordingly, China PA Securities (Hong Kong) Company Limited, on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offers on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the details of the Offers (including the expected timetable and terms of the Offers); (ii) a letter of recommendation from the GO Independent Board Committee in relation to the Offers; and (iii) a letter of advice from the GO Independent Financial Adviser to the GO Independent Board Committee in relation to the Offers, together with the Forms of Acceptance, is expected to be despatched to the Shareholders and the Optionholders on or before 25 January 2024.

Further announcement(s) in relation to the despatch of the Composite Document will be jointly made by the Offeror and the Company as and where appropriate.

WARNING

The Shareholders, Optionholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders, Optionholders and potential investors of the Company are in any doubt about their position or as to the action they should take, they should consult their stockbroker, bank manager, solicitor or other 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, 18 January 2024

As at the date of this joint announcement, the board of directors of Offeror comprises Mr. Wong Charles Yu Lung, Ms. Wong Michelle Yatye 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 in their capacity as such) 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 Yatye 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 in their capacity as such) 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.