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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)



RONGZHONG

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) DELAY IN DESPATCH OF CIRCULAR
AND
(2) DELAY IN DESPATCH OF COMPOSITE DOCUMENT

Financial adviser to the Offeror



Reference is made to the announcement jointly issued by Goldbond Group Holdings Limited (the “**Offeror**”) and China Rongzhong Financial Holdings Company Limited (the “**Company**”) dated 30 October 2023 (the “**Joint Announcement**”) in relation to, among others, the Acquisition, the Subscription and the Offers. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Joint Announcement, a circular containing, among other things, (i) further details of the Acquisition and the Subscription; and (ii) a notice convening the EGM (the “**Circular**”) would be despatched to the Shareholders on or before 20 November 2023.

As additional time is required for the Company to prepare and finalise certain information to be included in the Circular, the Company expects that the despatch date of the Circular will be postponed to a date falling on or before 15 December 2023.

DELAY IN DESPATCH OF COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, it is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document (together with the Forms of Acceptance) is required to be despatched within 21 days after the date of the Joint Announcement (“**Prescribed Period**”), that is, on or before 20 November 2023. Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive’s consent is required if the making of an offer is subject to the prior fulfilment of a pre-condition and the pre-condition cannot be fulfilled within the Prescribed Period contemplated under Rule 8.2 of the Takeovers Code. Under such circumstances, the Executive will normally require that the Composite Document (together with the Forms of Acceptance) be posted no later than 7 days after the fulfilment of all pre-conditions.

In this connection, as stated in the Joint Announcement, the making of the Offers is conditional upon the Acquisition Completion and the Subscription Completion, both of which in turn are subject to non-waivable conditions precedent including, among others, the approval of the Acquisition Agreement, the Subscription Agreement, and the transactions contemplated thereunder by the Independent Shareholders at the EGM to be convened. In view of the delay in despatch of Circular as abovementioned, it is anticipated that the Composite Document (together with the Forms of Acceptance) is unable to be despatched within the Prescribed Period.

In light of the above, an application has been made to the Executive for a waiver from strict compliance with the requirement under Rule 8.2 of the Takeovers Code and consent under Note 2 to Rule 8.2 of the Takeovers Code to extend the time limit for the despatch of the Composite Document (together with the Forms of Acceptance) to a date within 7 days from the Completion Date, or 25 January 2024, whichever is earlier, and the Executive has indicated that it is minded to grant its consent for such extension.

Further announcement(s) setting out the progress and any material developments in relation to the Acquisition, the Subscription and the Offers will be made as and when appropriate in accordance with the Listing Rules and the Takeovers Code.

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 of directors of
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, 20 November 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.