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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)

CONNECTED TRANSACTION – PROPOSED ISSUE OF CONVERTIBLE BOND UNDER SPECIFIC MANDATE

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



PROPOSED ISSUE OF CONVERTIBLE BOND UNDER SPECIFIC MANDATE

On 3 September 2025 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe and the Company has conditionally agreed to allot and issue the CB in the principal amount of HK\$35,000,000, which shall be settled by payment in cash by the Subscriber to the Company.

As at the date of this announcement, the Subscriber holds 189,492,617 Shares, representing 31.23% of the existing number of issued Shares of the Company. As at the date of this announcement, Perfect Honour Limited, a wholly-owned subsidiary of the Subscriber, holds 143,805,903 Shares, representing 23.70% of the existing number of issued Shares of the Company. As at the date of this announcement, the Subscriber, together with Perfect Honour Limited, holds 333,298,520 Shares, representing in total approximately 54.93% of the existing number of issued Shares, and is hence a controlling shareholder and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the Subscription Agreement and the issue of the Conversion Shares constitutes a connected transaction of the Company, and is subject to reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Conversion Shares will be issued under a specific mandate to be sought from the Independent Shareholders at the EGM. The issue of the Conversion Shares is further conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares.

GENERAL

The EGM will be convened for the Independent Shareholders to consider and approve the Subscription Agreement and the proposed issue of the CB contemplated thereunder, including the granting of the specific mandate for the issue of the Conversion Shares.

The Subscriber and its associates (including Perfect Honour Limited) will be required to abstain from voting on the resolutions relating to the Subscription Agreement, issue of the CB and granting of specific mandate for the issue of the Conversion Shares at the EGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder will be required to abstain from voting any of the resolutions to be proposed at the EGM.

Save that (1) Ms. WONG Jacqueline Yue Yee, who is a non-executive director of the Company, an associate of the Subscriber and the beneficiary of the trusts which indirectly owned shares in the Subscriber, (2) Ms. WONG Michelle Yatyee, who is a non-executive director of the Company, an executive director of the Subscriber the beneficiary of the trusts which indirectly owned shares in the Subscriber, and (3) Mr. WONG Ming Bun David, a non-executive director of the Company and an executive director and the chief executive officer of the Subscriber, are deemed to be interested in the Subscription Agreement and transactions contemplated thereunder (including the grant of the Specific Mandate), who had abstained from voting, none of the Directors have material interest in the Subscription Agreement or the transactions contemplated thereunder and was required to abstain from voting at the Board meeting held to approve the Subscription Agreement.

The Independent Board Committee comprising all the independent non-executive Directors has been formed to consider and advise the Independent Shareholders on the terms of the Subscription Agreement and proposed issue of the CB. Sunny Fortune Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details on the Subscription Agreement and proposed issue of the CB; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the terms of the Subscription Agreement and proposed issue of the CB; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the Subscription Agreement and proposed issue of the CB; (iv) other information required under the Listing Rules; and (v) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 23 September 2025 in accordance with the Listing Rules.

Shareholders and potential investors should note that completion of the Subscription Agreement are conditional upon satisfaction of the conditions as set out in this announcement and therefore, the proposed issue of the CB may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

THE SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are as follows:

Date

3 September 2025

Parties

- (i) The Company (as issuer)
- (ii) The Subscriber (as subscriber)

Subject matter

Subject to the fulfilment of the conditions precedent, the Subscriber has conditionally agreed to subscribe and the Company has conditionally agreed to allot and issue the CB in the principal amount of HK\$35,000,000. The subscription amount payable by the Subscriber under the Subscription Agreement shall be satisfied by payment in cash by the Subscriber to the Company.

Conditions precedent

Completion under the Subscription Agreement is conditional upon, among others, the fulfilment of the following conditions:

- (i) the passing by the Independent Shareholders of relevant resolutions at the EGM in compliance with the requirements of the Listing Rules approving (i) the Subscription Agreement and the transactions contemplated thereunder; and (ii) the grant of the Specific Mandate for the allotment and issue of the Conversion Shares in accordance with the terms of the Subscription Agreement;
- (ii) the Listing Committee of the Stock Exchange having granted approval of the listing of, and the permission to deal in, the Conversion Shares on the Main Board of the Stock Exchange and such approval and permission not being subsequently withdrawn or revoked by the Stock Exchange;
- (iii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereby having been obtained;
- (iv) the representations, warranties and undertakings set out in the Subscription Agreement given by the Company remaining true and correct in all material respects at completion under the Subscription Agreement; and
- (v) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated hereby having been obtained.

All conditions set out above are non-waivable except that condition (iv) is waivable at the discretion of the Subscriber. In the event that the conditions precedent under the Subscription Agreement are not being satisfied or (where applicable) waived by 12:00 noon on 31 December 2025 (or such other time and date as may be agreed by the Company and the Subscriber in writing), all rights, obligations and liabilities of the parties thereunder shall cease and terminate and neither party shall have any claim against the other, save for any antecedent breaches of the terms thereof.

As at the date of this announcement, none of the conditions set out above has been fulfilled.

Completion

Completion under the Subscription Agreement will take place at 4:00 p.m. on the fifth Business Day (or such other date and time as may be agreed by the Company and the Subscriber in writing) after the satisfaction of the conditions precedent set out in the Subscription Agreement and subject to the terms and conditions of the Subscription Agreement at the office of the Company (or such other place as may be agreed between the Company and the Subscriber).

THE CB

The principal terms of the CB are as follows:

Principal amount	:	HK\$35,000,000
Maturity	:	the date immediately before the third anniversary of the date of issue of the CB
Interest rate	:	2.75% per annum
Conversion price	:	Initially, HK\$0.240 per Share, subject to adjustments.

The Conversion Price shall be adjusted as provided in the CB instrument in each of the following cases:

- (i) an alteration of the number of the Shares by reason of any consolidation or subdivision or reclassification;
- (ii) an issue (other than fully paid up shares issued from profits or Reserves (as defined in the CB instrument) and substituting all or part of the specified declared cash dividend, and scrip dividend arrangement in respect of the annual dividend approved by the Company at the annual general meeting) by the Company of Shares credited as fully paid by way of capitalisation of profits or Reserves (including any share premium account or capital redemption reserve fund); and
- (iii) a capital distribution (as defined in the CB instrument) being made by the Company, whether on a reduction of capital or otherwise, to holders of the Shares in their capacity as such.

Conversion period : Commencing from the seventh day after the date of first issue of the CB to the seventh day (inclusive) before the maturity date

Conversion rights and restrictions : A holder of the CB shall have the right at any time during the conversion period to require the Company to convert the whole or any part (in HK\$5,000,000 or integral multiples thereof or, if the aggregate amount of the CB held by the Subscriber is less than HK\$5,000,000 or integral multiples thereof, the whole of the aggregate amount held) of the principal amount outstanding under the CB at the Conversion Price, subject to adjustments.

The Company is not required to issue any Conversion Shares in accordance with the conversion notice in, among others, the following circumstances:

for so long as the Shares are listed on the Stock Exchange, the Company, acting reasonably, considers that the Conversion Shares to be issued pursuant to such conversion notice will:

- (i) cause the number of Conversion Shares to be issued in excess of the maximum number of Shares which could be issued under the unutilised portion of the general mandate after any adjustment mechanism being triggered;
- (ii) cause the Shares held by the public (as defined in Rule 8.24 of the Listing Rules) to fall below 25%, or the numbers of the issued Shares held by the public to fall below such other minimum percentage of the total issued share capital of the Company; or
- (iii) result in the Subscriber and persons acting in concert with it (as defined in the Takeovers Code) being required to make a general offer to all shareholders of the Company for all the Shares in accordance with the Takeovers Code.

Transferability : The CB may be transferred to any person, subject to the following restrictions:

- (i) any assignment and/or transfer of CB is subject to the Listing Rules for so long as the Shares are listed on the Stock Exchange (and the rules of any other stock exchange on which the Shares may be listed at the relevant time) and all applicable laws and regulations; and
- (ii) the approval of the shareholders of the Company in a general meeting as may be required by the Listing Rules and in compliance with the Listing Rules if such assignment and/or transfer is proposed to be made to a connected person (other than the vendor and its associates (as defined in the Listing Rules)) of the Company.

There is no lock-up period or restriction on the dealings in the Conversion Shares held by the Subscriber upon conversion.

- Security** : The obligations of the Company under the CB are unsecured
- Status and Ranking** : The obligations of the Company under the CB constitute general, unsubordinated, direct, unconditional and unsecured obligations of the Company and shall at all times rank *pari passu* among themselves and with all other present and future unsecured and unsubordinated obligations of the Company, except for obligations accorded preference by mandatory provisions of applicable law. The obligations under the CB are incapable of being subordinated unless with the consent in writing by the Subscriber.
- The Conversion Shares issued upon conversion shall be fully paid, free from any liens, charges, encumbrances, pre-emptive rights or other third party rights and rank *pari passu* with all other Shares in issue on the conversion date, and the Subscriber shall be entitled in respect of its Conversion Shares to all dividends, and other distributions, interests or rights as of the record date which falls after the conversion date.
- The Conversion Shares to be issued upon the exercise of the Conversion Rights will be credited as fully paid and will rank *pari passu* in all respects among themselves and with other existing Shares outstanding at the date of issue of the Conversion Shares and be entitled to all dividends and other distributions the record date for which falls on a date on or after the date of their issue.
- Listing** : No application shall be made for listing of the CB on any stock exchange.
- Mandatory redemption** : The Company shall redeem the CB on the maturity date at the redemption price (being 100% of the then outstanding principal amount of such Bonds).

Maximum number of Conversion Shares

Assuming full conversion of the aggregate principal amounts of the CB of HK\$35,000,000 at the Conversion Price into Conversion Shares, a total of maximum 145,833,333 Shares with aggregate nominal value of HK\$1,458,333.33 will be issued, representing approximately 24.03% of the total existing issued share capital of the Company and approximately 19.38% of the Company's total issued share capital as enlarged by the issue of the Conversion Shares.

Conversion Price

The Conversion Price, being HK\$0.240 per Share:

- (i) is equivalent to the closing price of HK\$0.240 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement;
- (ii) represents a discount of approximately 0.17% on the average closing price of approximately HK\$0.2404 per Share as quoted on the Stock Exchange for the 5 consecutive trading days immediately prior to the date of the Subscription Agreement; and
- (iii) represents a premium of approximately 0.33% on the average closing price of approximately HK\$0.239 per Share as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to the date of the Subscription Agreement.

The Conversion Price was arrived at after separate arm's length negotiation between the Company and the Subscriber, after taking into account a combination of factors, including among other things, (i) the prevailing market price of the Shares; (ii) the prevailing market conditions and weak market sentiment of the capital market in Hong Kong; (iii) the operation and financial performance of the Group; and (iv) the reasons for and benefits of entering into the Subscription Agreement as set out below.

USE OF PROCEEDS AND REASONS FOR AND BENEFITS OF ENTERING INTO THE SUBSCRIPTION AGREEMENT

The Board considers that the issue of the CB represents an opportunity to obtain a pool of readily available funds for the operation of the Company in the long run. The Board currently intends to use the funds for expansion of the Group's automobile leasing business and considers it will facilitate the overall development and expansion of the Group.

The Board consider that the terms and conditions of the Subscription Agreement and the issue of the CB are made on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 606,802,571 Shares in issue.

The following tables illustrate the shareholding structure of the Company as at the date of this announcement and, assuming there is no other change in the issued share capital and shareholding structure of the Company from the date of this announcement and up to the date of issuance of the Conversion Shares as illustrated below, immediately upon full conversion of the CB into Conversion Shares:

Shareholders	As at the date of this announcement		Immediately after full conversion of the CB into Conversion Shares	
	<i>Numbers of Shares held</i>	<i>Approx. % of total Shares in issue</i>	<i>Numbers of Shares held</i>	<i>Approx. % of total Shares in issue</i>
Goldbond Group Holdings Limited (i.e. the Subscriber) (Note 3)	189,492,617	31.23	335,325,950	44.55
Perfect Honour Limited (Note 2 and 3)	143,805,903	23.70	143,805,903	19.11
Other Shareholders	273,504,051	45.07	273,504,051	36.34
Total	<u>606,802,571</u>	<u>100.00</u>	<u>752,635,904</u>	<u>100.00</u>

Note:

1. These scenarios are for illustrative purposes only. The conversion of both the CB shall be subject to the restrictions as set forth in the paragraph headed “Conversion rights and restrictions” under the section “THE CB” above.
2. Perfect Honour Limited is a wholly owned subsidiary of the Subscriber.
3. Mr. Wong Charles Yu Lung and Mrs. Wong Fang Pik Chun, parents of Ms. WONG Michelle Yatyee and Ms. WONG Jacqueline Yue Yee, established the Allied Luck Trust (as defined below) and Ms. WONG Michelle Yatyee and Ms. WONG Jacqueline Yue Yee established the Aceyork Trust (as defined below), where both Ms. WONG Jacqueline Yue Yee and Ms. WONG Michelle Yatyee and their respective issue(s) are the beneficiaries of such trusts. The assets of the Allied Luck Trust include all the Goldbond’s shares held by Allied Luck Trading Limited (“**Allied Luck**”, a company wholly-owned by the Allied Luck Trust), being approximately 30.99% of the total issued share capital of Goldbond, (the “**Allied Luck Trust**”), and the assets of the Aceyork Trust included all the Goldbond’s shares held by Ace Solomon Investments Limited (“**Ace Solomon**”) being approximately 26.06% of the total issued share capital of Goldbond. Ace Solomon is a company jointly owned by Allied Golden Investment Limited (“**Allied Golden**”) and Aceyork Investment Limited (“**Aceyork**”), which (in each of the cases of Allied Golden and Aceyork) in turn are wholly-owned by the Aceyork Trust (the “**Aceyork Trust**”). Ms. WONG Jacqueline Yue Yee and Ms. WONG Michelle Yatyee being beneficiaries of the Allied Luck Trust and the Aceyork Trust, in turn, holds approximately 23.70% of the issued share capital of the Company through Perfect Honour. By virtue of the above, Ms. WONG Michelle Yatyee and Ms. WONG Jacqueline Yue Yee were deemed to be interested in the Shares of the Company held by the Subscriber and Perfect Honour Limited by being the beneficiaries of the Allied Luck Trust and the Aceyork Trust.

As at the date of this announcement, there are 30,272,000 outstanding Share Options with an exercise price of HK\$0.400 per Share Option which entitle the holders of the Share Options to subscribe for 30,272,000 Shares under the Share Option Scheme.

Save as disclosed above, as at the date of this announcement, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company had not conducted any equity fund raising activities in the past twelve months immediately preceding the date of this announcement.

SPECIFIC MANDATE

The Conversion Shares will be allotted and issued under the Specific Mandate to be approved by the Independent Shareholders at the EGM.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Conversion Shares.

INFORMATION ON THE COMPANY

The Group is principally engaged in the provision of (1) leasing services in the PRC and (2) value-added services including due diligence, credit investigation and debt collection services in Hong Kong, the PRC and Singapore.

INFORMATION ON THE SUBSCRIBER

The Subscriber is a company incorporated in Hong Kong with limited liability. Its ultimate controlling parties are Ms. Wong Jacqueline Yue Yee, Ms. Wong Michelle Yatyee, Mr. Wong Charles Yu Lung and Mrs. Wong Fang Pik Chun. As at the date of this announcement, the Subscriber holds 189,492,617 Shares, representing 31.23% of the existing number of issued Shares. As at the date of this announcement, Perfect Honour Limited, a wholly-owned subsidiary of the Subscriber, holds 143,805,903 Shares, representing 23.70% of the existing number of issued Shares. As at the date of this announcement, the Subscriber, together with Perfect Honour Limited, holds 333,298,520 Shares, representing in total approximately 54.93% of the existing number of issued Shares, and is hence a controlling shareholder and a connected person of the Company under Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATIONS

As the Subscriber is a connected person of the Company, the entering into of the Subscription Agreement and the issue of the Conversion Shares constitutes a connected transaction of the Company, and is subject to reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Conversion Shares will be issued under a specific mandate to be sought from the Independent Shareholders at the EGM. The issue of the Conversion Shares is further conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares.

GENERAL

The EGM will be convened for the Independent Shareholders to consider and approve the Subscription Agreement and the proposed issue of the CB contemplated thereunder, including the granting of the specific mandate for the issue of the Conversion Shares.

The Subscriber and its associates (including Perfect Honour Limited) will be required to abstain from voting on the resolutions relating to the Subscription Agreement, issue of the CB and granting of specific mandate for the issue of the Conversion Shares at the EGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder will be required to abstain from voting any of the resolutions to be proposed at the EGM.

Save that (1) Ms. WONG Jacqueline Yue Yee, who is a non-executive director of the Company, an associate of the Subscriber and the beneficiary of the trusts which indirectly owned shares in the Subscriber, (2) Ms. WONG Michelle Yatyee, who is a non-executive director of the Company, an executive director of the Subscriber the beneficiary of the trusts which indirectly owned shares in the Subscriber, and (3) Mr. WONG Ming Bun David, a non-executive director of the Company and an executive director and the chief executive officer of the Subscriber, are deemed to be interested in the Subscription Agreement and transactions contemplated thereunder (including the grant of the Specific Mandate), who had abstained from voting, none of the Directors have material interest in the Subscription Agreement or the transactions contemplated thereunder and was required to abstain from voting at the Board meeting held to approve the Subscription Agreement.

The Independent Board Committee comprising all the independent non-executive Directors has been formed to consider and advise the Independent Shareholders on the terms of the Subscription Agreement and proposed issue of the CB. Sunny Fortune Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details on the Subscription Agreement and proposed issue of the CB; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the terms of the Subscription Agreement and proposed issue of the CB; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the Subscription Agreement and proposed issue of the CB; (iv) other information required under the Listing Rules; and (v) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 23 September 2025 in accordance with the Listing Rules.

Shareholders and potential investors should note that completion of the Subscription Agreement are conditional upon satisfaction of the conditions as set out in this announcement and therefore, the proposed issue of the CB may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors

“Business Day(s)”	a day (excluding Saturday, Sunday, any public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted) on which licensed banks in Hong Kong are generally open for business
“CB”	the convertible bond in the principal amount of HK\$35,000,000 to be issued by the Company to the Subscriber pursuant to the terms and conditions of the Subscription Agreement
“Company”	China Rongzhong Financial Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on the Main Board of the Stock Exchange
“Conversion Price”	the conversion price of HK\$0.240 per Share (subject to adjustments as set out in the CB instrument from time to time)
“Conversion Rights”	the rights attaching to the CB to convert in whole or in part (in HK\$5,000,000 or integral multiples thereof or, if the aggregate amount of the CB held by the Subscriber is less than HK\$5,000,000 or integral multiples thereof, the whole of the aggregate amount held) the outstanding principal amounts into the Conversion Shares
“Conversion Shares”	the Shares to be issued by the Company as a result of the exercise of the Conversion Rights attaching to the CB
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the Subscription Agreement and the proposed issue of the CB contemplated thereunder, including the granting of the specific mandates for the issue of the Conversion Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent board committee, comprising all the independent non-executive Directors, formed for the purpose of advising and giving recommendation to the Independent Shareholders in respect of the Subscription Agreement and proposed issue of the CB

“Independent Financial Adviser”	Sunny Fortune Capital Limited, a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and the independent financial adviser appointed by the Company with the approval of the Independent Board Committee for the purpose of advising the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement and the proposed issue of the CB
“Independent Shareholders”	Shareholders other than the Subscriber and its associates (if any) who are required by the Listing Rules to abstain from voting on the resolution(s) approving the Subscription Agreement and the transactions contemplated thereunder
“Independent Third Party(ies)”	third party (parties) who is/are independent of, and not acting in concert (within the meaning of the Takeovers Code) with, and not connected with, the Company, the Directors, the chief executive or substantial shareholder(s) of the Company or its subsidiaries or any of their respective associates
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Option(s)”	option(s) entitling holder(s) of which to subscribe Shares pursuant to the terms and conditions of the Share Option Scheme
“Share Option Scheme”	share option scheme of the Company adopted on 18 December 2015
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Goldbond Group Holdings Limited, a company incorporated in Hong Kong with limited liability
“Subscription Agreement”	the subscription agreement dated 3 September 2025 entered into between the Company as issuer and the Subscriber as subscriber in relation to the subscription of the CB

“Takeovers Code”

The Hong Kong Code on Takeovers and Mergers (as amended and supplemented from time to time)

“%”

per cent

By Order of the Board

China Rongzhong Financial Holdings Company Limited

Wong Emilie Hoi Yan

Executive Director

Hong Kong, 3 September 2025

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. 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. Liu Chi Wai and Mr. Ng Yuk Yeung Paul.