

**CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LTD:  
A CORPORATE SHAREHOLDER WANTS TO KICK OUT  
THE ENTIRE BOARD OF DIRECTORS**

**With The Hot Summer Of Discontent, Fast Approaching,  
Will This Company Be Able To Stay The Course ?**

Shareholders of publicly listed China Rongzhong Financial Holdings Company Ltd () (Code: 3963, Main Board, The Stock Exchange of Hongkong Ltd) are, most likely, awaiting an announcement from their Company as to when an **Extraordinary General Meeting (EGM)** will be convened.

Alternatively, shareholders may well be prepared and, perhaps, somewhat agog to learn of Senior Management's determination that there shall be no EGM, after all ... for whatever reason(s) is considered appropriate.

China Rongzhong Financial Holdings Company Ltd was listed on the premier equity market of the Hongkong Special Administrative Region (HKSAR) of the People's Republic of China (PRC) on January 28, 2016.

On Friday, May 11, 2018, there appeared on the website of Hongkong Exchanges and Clearing Ltd, the following announcement:

***'REQUISITIONS FROM SHAREHOLDER TO REMOVE DIRECTORS AND  
APPOINT NEW DIRECTOR***

*'This announcement is made by China Rongzhong Financial Holdings Company Limited (the "Company" and, together with its subsidiaries, the "Group") pursuant to Rule*

13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

‘On or about 4 May 2018, the Company received a notice dated 3 May 2018 from Perfect Honour Limited (“**PHL**”), a shareholder of the Company as at the date of this Announcement holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, requesting the board of directors of the Company (the “**Board**”) to call for an extraordinary general meeting (the “**EGM**”) in accordance with Article 64 of the Articles of Association of the Company (the “**Articles**”) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company (the “**Requisitions**”):

1. “THAT Mr. Xie Xiaoqing () be removed as a director of the Company pursuant to Article 114 of the Articles and from any position in any of the committees of the Board with immediate effect upon passing of this resolution”;
2. “THAT Mr. Yao Feng () be removed as a director of the Company pursuant to Article 114 of the Articles and from any position in any of the committees of the Board with immediate effect upon passing of this resolution”;
3. “THAT Ms. Wong, Emilie Hoi Yan () be appointed as executive director of the Company pursuant to Article 114 of the Articles with immediate effect upon passing of this resolution”; and
4. “THAT all directors appointed to the Board on or after the date of deposit of this requisition notice but before the holding of the EGM be removed as directors of the Company with immediate effect upon passing of this resolution”.

‘PHL is a company incorporated in the British Virgin Islands holding approximately 34.86% of the total number of issued shares of the Company.

‘PHL has set out the following (summarized) reasons for its proposed removal and appointment of the directors:

1. unsatisfactory financial performances of the Group since listing, including substantial losses in 2017, substantial impairment losses in 2017 and 2018 and reduction of total equity of the Company in 2017 and 2018, in each case with reference to the Company’s annual report for the year ended 31 March 2017 (“**2017 Annual Report**”) and the Company’s interim report for the six months ended 30 September 2017 (“**2017/2018 Interim Report**”);
2. unsatisfactory share price performance since listing; and
3. the 2017 Annual Report containing an express disclaimer of opinion of the then auditor of the Company, Deloitte Touche Tohmatsu, and the existing auditor of the Company, BDO Limited, expressly stating in the 2017/2018 Interim Report that there are material uncertainties that cast significant doubt on the Group’s ability to continue as a going concern.

‘Pursuant to Article 64 of the Articles, the Company is required to proceed to convene

*necessary extraordinary general meeting(s) for the purpose of considering and, if thought fit, approving the resolutions set out in the Requisitions, and such meeting shall be held within two (2) months after the deposit of such Requisitions.*

*'The Board is ...* [CLICK TO ORDER FULL ARTICLE](#)

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