

0001213900-24-1061756-K CNFinance Holdings Ltd. 2024120620241206060837060838060838 0 0001213900-24-1061756-K 3 20241206 20241206 20241206 CNFinance Holdings Ltd. 0001733868 6199 000000000 E9 1231 6-K 34 001-38726 241530457 44F, TOWER G, GT LAND PLAZA NO. 16 ZHUJIANG DONG RD. GUANGZHOU, GUANGDONG F4 00000 86-020-62316688 44F, TOWER G, GT LAND PLAZA NO. 16 ZHUJIANG DONG RD. GUANGZHOU, GUANGDONG F4 00000 6-K 1 ea0223733-6k_cnfinance.htm REPORT OF FOREIGN PRIVATE ISSUER Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â Â FORM 6-K Â REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the month of December 2024 Â Commission file number: 001-38726 Â Â CNFinance Holdings Limited (Exact Name of Registrant as Specified in Its Charter) Â Â 44/F, Tower G, No. 16 Zhujiang Dong Road Tianhe District, Guangzhou City, Guangdong Province 510620 Peopleâ™s Republic of China +86-20-62316688 (Address of Principal Executive Offices) Â Â Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. Â Form 20-F â~Â Â Â Â INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K Â Change in Registrantâ™s Certifying Accountants Â CNFinance Holdings Limited (the âœCompanyâ€) announced the dismissal of KPMG Huazhen LLP (âœKPMGâ€), the Companyâ™s independent registered public accounting firm, and appointment of HTL International, LLC (âœHTLâ€) as the Companyâ™s independent registered public accounting firm for the fiscal year ended December 31, 2024, effective December 6, 2024. The appointment of HTL and dismissal of KPMG have been approved by the audit committee of the Companyâ™s Board of Directors. The Companyâ™s decision to make this change was not the result of any disagreement between the Company and KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure. Â HTL succeeds KPMG, the Companyâ™s previous independent registered public accounting firm. The reports of KPMG on the Companyâ™s consolidated financial statements for each of the fiscal years ended December 31, 2022 and 2023 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle. Â During each of the fiscal years ended December 31, 2022 and 2023 and the subsequent period through December 6, 2024, there have been no disagreements between the Company and KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the subject matter of the disagreements in its report on the consolidated financial statements, and there have been no âœreportable eventsâ€ as the term is described in Item 16F(a)(1)(v) of Form 20-F. Â The Company had provided KPMG with a copy of the disclosure it is making in this Current Report on Form 6-K and requested from KPMG a letter addressed to the Securities and Exchange Commission indicating whether it agrees with such disclosure. A copy of KPMGâ™s letter dated December 6, 2024 is attached hereto as Exhibit 16.1. Â During each of the fiscal years ended December 31, 2022 and 2023 and the subsequent period through December 6, 2024, neither the Company, nor anyone on behalf of the Company, has consulted HTL regarding either (a) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Companyâ™s consolidated financial statements, and neither a written report was provided to the Company or oral advice was provided that HTL concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (b) any matter that was the subject of a disagreement as defined in Item 16F(a)(1)(iv) of Form 20-F and related instructions to Item 16F of Form 20-F, or any reportable events as described in Item 16F(a)(1)(v) of Form 20-F. Â INCORPORATION BY REFERENCE Â This report on Form 6-K shall be incorporated by reference into the Companyâ™s registration statement on Form F-3, as amended, which became effective on February 15, 2023 (File no. 333-259304), and be a part thereof from the date on which this report is furnished to the SEC, to the extent not superseded by documents or reports subsequently filed or furnished. Â 1 Â EXHIBIT INDEX Â Exhibit No. Â Description 16.1 Â Letter of KPMG dated December 6, 2024 99.1 Â Press release Â 2 Â Signature Â Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Â Â CNFINANCE HOLDINGS LIMITED Â Â Date: December 6, 2024 Â By: /s/ Bin Zhai Â Â Name:Â Bin Zhai Â Â Title: Chief Executive Officer and Chairman Â 3 Â EX-16.1 2 ea022373301ex16-1_cnfinance.htm LETTER OF KPMG DATED DECEMBER 6, 2024 Exhibit 16.1 Â Date: December 6, 2024 Â Securities and Exchange Commission Washington, D.C. 20549 Â Ladies and Gentlemen: Â We were previously principal accountants for CNFinance Holdings Limited and, under the date of April Â 26, 2024, we reported on the consolidated financial statements of CNFinance Holdings Limited as of and for the years ended DecemberÂ 31, 2023 and 2022 and the effectiveness of internal control over financial reporting as of DecemberÂ 31, 2023. On December 6, 2024, we were dismissed. Â We have read CNFinance Holdings Limitedâ™s statements included in its Form 6-K dated December 6, 2024, and we agree with such statements, except that we are not in a position to agree or disagree with CNFinance Holdings Limitedâ™s statements that (i) HTL International, LLC is appointed as CNFinance Holdings Limitedâ™s independent registered public accounting firm for the fiscal year ended December 31, 2024 and (ii) that neither CNFinance Holdings Limited, nor anyone on its behalf, has consulted HTL International, LLC regarding either (a) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the CNFinance Holdings Limitedâ™s consolidated financial statements, and neither a written report was provided to the CNFinance Holdings Limited or oral advice was provided that HTL International, LLC concluded was an important factor considered by the CNFinance Holdings Limited in reaching a decision as to the accounting, auditing or financial reporting issue; or (b) any matter that was the subject of a disagreement as defined in Item 16F(a)(1)(iv) of Form 20-F and related instructions to Item 16F of Form 20-F, or any reportable events as described in Item 16F(a)(1)(v) of Form 20-F. Â Very truly yours, Â /s/ KPMG Huazhen LLP Â EX-99.1 3 ea022373301ex99-1_cnfinance.htm PRESS RELEASE Exhibit 99.1 Â CNFinance Announces Change of Auditor Â GUANGZHOU, China, December 6, 2024 /PRNewswire/ -- CNFinance Holdings Limited (NYSE: CNF) (âœCNFinanceâ€ or the âœCompanyâ€), a leading home equity loan service provider in China, today announced the dismissal of KPMG Huazhen LLP (âœKPMGâ€), the Companyâ™s independent registered public accounting firm, and appointment of HTL International, LLC (âœHTLâ€) as the Companyâ™s independent registered public accounting firm for the fiscal year ended December 31, 2024, effective December 6, 2024. Â The appointment of HTL was made after a careful and thorough evaluation process and has been approved by the audit committee of the Companyâ™s board of directors. Â HTL succeeds KPMG, the Companyâ™s previous independent registered public accounting firm. The reports of KPMG on the Companyâ™s consolidated financial statements for each of the fiscal years ended December 31, 2022 and 2023 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit

scope or accounting principle. Â During each of the fiscal years ended December 31, 2022 and 2023 and the subsequent period through December 6, 2024, there have been no disagreements between the Company and KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the subject matter of the disagreements in its report on the consolidated financial statements, and there have been no â€œreportable eventsâ€ as the term is described in Item 16F(a)(1)(v) of Form 20-F. Â The Company is working closely with KPMG and HTL to ensure a seamless transition. Â The audit committee would like to express its sincere gratitude to KPMG for its quality of services rendered to the Company over the past years. Â About CNFinance Holdings Limited Â CNFinance Holdings Limited (NYSE: CNF) (â€œCNFinanceâ€ or the â€œCompanyâ€) is a leading home equity loan service provider in China. CNFinance, through its operating subsidiaries in China, conducts business by connecting demands and supplies through collaborating with sales partners and trust companies under the trust lending model, and sales partners, local channel partners and commercial banks under the commercial bank partnership model. Sales partners and local channel partners are responsible for recommending micro- and small-enterprise (â€œMSEâ€) owners with financing needs to the Company and the Company introduces eligible borrowers to licensed financial institutions with sufficient funding sources including trust companies and commercial banks who will then conduct their own risk assessments and make credit decisions. The Companyâ€™s primary target borrower segment is MSE owners who own real properties in Tier 1 and Tier 2 cities and other major cities in China. The Companyâ€™s risk mitigation mechanism is embedded in the design of its loan products, supported by an integrated online and offline process focusing on risks of both borrowers and collateral and further enhanced by effective post-loan management procedures. Â For more information, please contact: Â CNFinance E-mail: ir@cashchina.cn Â