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*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 993)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of the shareholders of Huarong International Financial Holdings Limited (the “**Company**”) will be held at Level 29, One Pacific Place, 88 Queensway, Hong Kong, on Monday, 9 December 2019 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the master deed (the “**Master Deed**”) dated 18 October 2019 and entered into between the Company and China Huarong Overseas Investment Holdings Co., Limited (中國華融海外投資控股有限公司, “**Huarong Overseas**”) (a copy of the Master Deed has been produced to this meeting marked “A” and initialed by the Chairman for the purpose of identification), the share transfer agreement (the “**Huarong Tianhai Transfer Agreement**”) dated 18 October 2019 and entered into between the Company and Huarong Overseas in relation to the disposal by the Company of 100% equity interest of Huarong Tianhai (Shanghai) Investment Management Company Limited\* (華融天海(上海)投資管理有限公司) to Huarong Overseas (a copy of the Huarong Tianhai Transfer Agreement has been produced to this meeting marked “B” and initialed by the Chairman for the purpose of identification), and the deed of transfer (the “**Wide Trend Transfer Deed**”) dated 18 October 2019 and entered into between Linewear Assets Limited (“**Linewear**”), a direct wholly-owned subsidiary of the Company, and Huarong Overseas in relation to the disposal by Linewear of 100% issued share capital of Wide Trend Global Limited to Huarong Overseas (a copy of the Wide Trend Transfer Deed has been produced to this meeting marked “C” and initialed by the Chairman for the purpose of identification), and the execution thereof and the implementation of the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

- (b) any one director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Master Deed, the Huarong Tianhai Transfer Agreement and the Wide Trend Transfer Deed and the transactions contemplated thereunder.”

By order of the Board  
**Huarong International Financial Holdings Limited**  
**Yu Meng**  
*Chairman*

Hong Kong, 22 November 2019

*Notes:*

1. Shareholders of the Company who are entitled to vote at the SGM are those whose names appear as shareholders on the register of members of the Company as at the close of business on Friday, 6 December 2019. In order to qualify for attending and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 6 December 2019.
2. Resolution at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
3. A member entitled to attend and vote at the SGM is entitled to appoint one or more (if he holds more than one share) proxies to attend and vote instead of him. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each proxy is so appointed. A proxy need not be a member of the Company.
4. Shareholders or their proxies shall provide their identification documents when attending the SGM. In case of a corporate shareholder, its proxy or other person authorised to attend the meeting with a resolution passed by the board of directors or other decision-making authorities of which the shareholder is a member, should provide a copy of such resolution.
5. In case of joint holders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.
6. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof, and in such event, the said form of proxy shall be deemed to be revoked.
7. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 9:30 a.m. on the date of the SGM, then the SGM will be postponed and the shareholders will be informed of the date, time and venue of the rescheduled meeting by a supplementary notice posted on the websites of the Company and the Stock Exchange.

8. The SGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the SGM under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.
9. Reference to dates and time in this notice are to Hong Kong dates and time.

\* *For identification purpose only*

*As at the date of this notice, the Board comprises Mr. Yu Meng and Mr. Wang Junlai as executive directors, and Dr. Wong Tin Yau Kelvin, Mr. Ma Lishan and Mr. Guan Huanfei as independent non-executive directors.*