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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about any aspects of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your Shares in **China Huarong Asset Management Co., Ltd.**, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國華融資產管理股份有限公司  
**China Huarong Asset Management Co., Ltd.**

*(A joint stock limited liability company incorporated in the People's Republic of China)*  
(Stock Code: 2799)

**ISSUANCE OF UNDATED CAPITAL BONDS  
AND  
NOTICE OF EGM**

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China Huarong Asset Management Co., Ltd. will convene the EGM on Wednesday, 15 June 2022 at 10:00 a.m. at Conference Room 1221, No. 8, Financial Street, Xicheng District, Beijing, the PRC. Notice of the EGM is set out on pages 7 to 9 in this circular.

If you wish to appoint a proxy to attend the EGM on your behalf, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon no later than 24 hours before the time scheduled for holding the EGM (i.e. before 10:00 a.m. on Tuesday, 14 June 2022) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Articles of Association”	the Articles of Association of China Huarong Asset Management Co., Ltd. (as amended from time to time)
“Board”	the board of directors of the Company
“Chairman”	the chairman of the Board of the Company
“Company”	China Huarong Asset Management Co., Ltd., a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in Renminbi
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“EGM”	the second extraordinary general meeting of Shareholders for 2022 to be held by the Company on Wednesday, 15 June 2022 at 10:00 a.m. at Conference Room 1221, No. 8, Financial Street, Xicheng District, Beijing, the PRC
“H Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HKD and listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Share(s)” the share(s) of the Company, including Domestic Shares and H Shares

“Shareholder(s)” holder(s) of the shares of the Company

“%” percent



中國華融資產管理股份有限公司  
**China Huarong Asset Management Co., Ltd.**

(A joint stock limited liability company incorporated in the People's Republic of China)  
(Stock Code: 2799)

*Executive Directors:*

Mr. Liu Zhengjun (*Chairman*)  
Mr. Liang Qiang (*President*)  
Mr. Wang Wenjie

*Registered Office:*

No. 8, Financial Street, Xicheng District  
Beijing  
the PRC

*Non-executive Directors:*

Ms. Zhao Jiangping  
Mr. Zheng Jiangping  
Mr. Xu Wei  
Mr. Zhou Langlang

*Principal Place of Business  
in Hong Kong*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai, Hong Kong

*Independent Non-executive Directors:*

Mr. Tse Hau Yin  
Mr. Shao Jingchun  
Mr. Zhu Ning  
Ms. Chen Yuanling

25 May 2022

*To the Shareholders,*

Dear Sir or Madam,

**ISSUANCE OF UNDATED CAPITAL BONDS  
AND  
NOTICE OF EGM**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the resolution to be proposed at the EGM to enable you to make an informed decision on whether to vote for or against the resolution at the EGM.

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## LETTER FROM THE BOARD

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### 2. MATTERS TO BE CONSIDERED AT THE EGM

The resolution to be proposed at the EGM for consideration and approval by Shareholders is resolution in respect of: (1) to consider and approve the issuance of undated capital bonds. The above resolution is a special resolution.

Details of the matters to be considered at the EGM are set out in the notice of EGM on pages 7 to 9 in this circular. In order to enable you to have a better understanding of the resolution to be proposed at the EGM and to make well-informed decisions, this circular provides detailed information on matters to be considered at the EGM (see Appendix I).

### 3. THE EGM

The Company will convene the EGM on Wednesday, 15 June 2022 at 10:00 a.m. at Conference Room 1221, No. 8, Financial Street, Xicheng District, Beijing, the PRC, the notice of which is set out in the circular.

In order to determine the list of H Shareholders who are entitled to attend the EGM, the H Shares register of members of the Company will be closed from Friday, 10 June 2022 to Wednesday, 15 June 2022 (both days inclusive). H Shareholders who intend to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Thursday, 9 June 2022. Shareholders whose names appear on the H Share register of members of the Company at the close of business on Thursday, 9 June 2022 are entitled to attend and vote at the EGM.

A proxy form for use at the EGM is enclosed herein and also published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). H Shareholders shall return the proxy form(s) to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Tuesday, 14 June 2022) or any adjournment thereof (as the case may be). Domestic Shareholders shall return the proxy form(s) to the Board office of the Company at No. 8, Financial Street, Xicheng District, Beijing, the PRC no later than 24 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Tuesday, 14 June 2022) or any adjournment thereof (as the case may be). Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM in person should you so wish.

We hereby remind you that, according to Article 65 of the Articles of Association, where the number of equity interests of the Company pledged by a shareholder reaches or exceeds 50% of the equity interests held by such shareholder in the Company, no voting right in respect of the pledged equity interests shall be exercised at the general meeting of Shareholders until the ceasing of the relevant condition.

Voting at the EGM shall be taken by way of registered poll.

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## LETTER FROM THE BOARD

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### 4. RECOMMENDATION

The Directors consider that the resolution set out in the notice of the EGM for consideration and approval by Shareholders is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM.

### 5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regards to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make this circular or any statement herein misleading.

By order of the Board  
**China Huarong Asset Management Co., Ltd.**  
**LIU Zhengjun**  
*Chairman*

**I. TO CONSIDER AND APPROVE THE ISSUANCE OF UNDATED CAPITAL BONDS**

(I) In order to further optimize the capital structure and promote the steady development of the Company's business, the Company proposed an issuance of undated capital bonds. The Company proposed to issue the undated capital bonds through the national inter-bank bond markets. The actual size of the issuance is subject to adjustment within the determined size based on market conditions at the time of the issuance and the financial demand of the Company. The specific criteria for the issuance are as follows:

1. Issuance size: Not exceeding RMB20 billion (inclusive), the final issuance size of which shall be subject to the approval of the regulatory authorities;
2. Type of bonds: Write-down undated capital bonds;
3. Term of bonds: Same as the ongoing operation term of the issuer;
4. Means of loss absorption: Upon the occurrence of triggering events as specified in the issuance document, the loss shall be absorbed by means of write-down;
5. Tranches: One or several tranches of issuance depending on market conditions;
6. Issuance rates: Determined with reference to market rate and based on the issuance method;
7. Use of proceeds: To replenish additional tier I capital of the Company;
8. Issuance method: The issuance of each batch of bonds may adopt public issuance or targeted issuance, and the specific issuance method shall be determined according to the actual needs of the Company and market conditions;
9. Validity period of the resolution: 36 months from the date on which the resolution is approved by the general meeting of Shareholders.

The specific issuance plan and terms shall be optimized and adjusted pursuant to the requirements by the regulatory authorities.

(II) We propose to submit to the general meeting of Shareholders to grant authorities to the Board, and for the Board to grant to the Chairman, and for the Chairman to grant to the management or other persons to handle the specific matters of this issuance of bonds, including but not limited to:

1. Sign relevant legal documents (including but not limited to relevant agreements), choose the timing of issuance; determine the specific issuance size, schedule and terms of issuance, and the rates of the bonds; handle matters relating to the issuance of bonds such as applying for the approvals of relevant regulatory authorities; and adjust the aforesaid bonds issuance plan according to the opinions of relevant competent authorities and changes in market conditions;
2. Handle relevant matters on payout, redemption and write-down of the bonds according to the relevant regulations and approval requirements.

The above resolution has been considered and approved by the Board and is hereby submitted to the EGM for consideration.



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## NOTICE OF EGM

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中國華融資產管理股份有限公司  
**China Huarong Asset Management Co., Ltd.**

*(A joint stock limited liability company incorporated in the People's Republic of China)*  
(Stock Code: 2799)

## NOTICE OF EGM

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting of Shareholders (the “**EGM**”) of China Huarong Asset Management Co., Ltd. (the “**Company**”) for 2022 will be held at Conference Room 1221, No. 8, Financial Street, Xicheng District, Beijing, the PRC, on Wednesday, 15 June 2022 at 10:00 a.m., for considering and, if thought fit, passing the following resolution:

### SPECIAL RESOLUTION

1. To consider and approve the issuance of undated capital bonds

#### Closure of Register of Members

The H Shares register of members of the Company will be closed from Friday, 10 June 2022 to Wednesday, 15 June 2022 (both days inclusive), during which period no transfer of H Shares will be registered. H Shareholders and Domestic Shareholders of the Company whose names appear on the register of members of the Company at the close of business on Thursday, 9 June 2022 will be entitled to attend the EGM. Any H Shareholder who wishes to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Thursday, 9 June 2022.

The address of the H Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716  
17th Floor, Hopewell Centre, 183 Queen's Road East  
Wanchai, Hong Kong

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## NOTICE OF EGM

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Details of the above resolution are set out in the circular of EGM published by the Company on 25 May 2022. Unless otherwise stated, terms used in this notice shall have the same meanings as defined in the circular.

By order of the Board  
**China Huarong Asset Management Co., Ltd.**  
**LIU Zhengjun**  
*Chairman*

Beijing, the PRC  
25 May 2022

*As at the date of this notice, the Board comprises Mr. LIU Zhengjun, Mr. LIANG Qiang and Mr. WANG Wenjie as executive Directors; Ms. ZHAO Jiangping, Mr. ZHENG Jiangping, Mr. XU Wei and Mr. ZHOU Langlang as non-executive Directors; Mr. TSE Hau Yin, Mr. SHAO Jingchun, Mr. ZHU Ning and Ms. CHEN Yuanling as independent non-executive Directors.*

*Notes:*

1. The register of members of the Company will be closed from Friday, 10 June 2022 to Wednesday, 15 June 2022 (both days inclusive). H Shareholders and Domestic Shareholders of the Company whose names appear on the register of members of the Company at the close of business on Thursday, 9 June 2022 will be entitled to attend and vote at the EGM. H Shareholders who wish to attend and vote at the EGM shall deposit all the transfer documents together with the share certificates with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 9 June 2022.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxy(ies) to attend and vote on his/her behalf. A proxy need not to be a Shareholder, but he/she must attend the EGM in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarised.
4. In order to be valid, the proxy form, the notarised power of attorney or other authorization document (if any) must be delivered to the Board office of the Company at No. 8, Financial Street, Xicheng District, Beijing, the PRC for Domestic Shareholders and to the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders no later than 24 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m. on Tuesday, 14 June 2022) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes.

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## NOTICE OF EGM

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5. Pursuant to the Articles of Association, any vote of Shareholders at a general meeting of Shareholders must be taken by poll. As such, the resolution set out in the notice of the EGM will be voted on by poll.
6. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.
7. In the case of joint Shareholders, the vote of the senior 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 in respect of the relevant joint holding.
8. According to the Articles of Association of the Company, where the number of equity interests of the Company pledged by a shareholder reaches or exceeds 50% of the equity interests held by such shareholder in the Company, no voting right in respect of the pledged equity interests shall be exercised at the general meeting of Shareholders. Upon the registration of pledge of equity interests, such shareholder shall provide the Company with the relevant information of the pledged equity interests in a timely manner.
9. Notes for the meeting:

Shareholders should pay attention to the following matters if they wish to attend the meeting on site:

- (1) Please contact the Board office of the Company no later than two days before the EGM (i.e. before 10:00 a.m. on Monday, 13 June 2022, Beijing time) and communicate and register information regarding health condition and recent itineraries in order to enter the meeting venue on the date of the meeting.
- (2) Please follow and comply with instructions on pandemic prevention requirements, including attendee registration, health information inquiry and authentication and temperature check, upon arrival at the meeting venue on the date of the meeting, strictly comply with the pandemic prevention requirements of local governmental departments. Please wear masks throughout the meeting and keep necessary distance according to the arrangements of the meeting.
- (3) Contact details for the meeting:

Board Office of China Huarong Asset Management Co., Ltd.  
Address: No. 8, Financial Street, Xicheng District, Beijing, the PRC  
Postcode: 100033 Telephone: 010-59619119  
Email: ir@chamc.com.cn