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

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

**If you have sold or transferred** all your Shares in Hanhua Financial Holding Co., Ltd.\*, you should at once hand this circular and the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Hanhua Financial Holding Co., Ltd.\***

**瀚華金控股份有限公司**

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

**(Stock Code: 3903)**

**2022 ANNUAL REPORT  
2022 REPORT OF THE BOARD OF DIRECTORS  
2022 REPORT OF THE BOARD OF SUPERVISORS  
2022 PROFIT DISTRIBUTION PLAN  
RE-APPOINTMENT OF FINANCIAL AUDITING INSTITUTIONS  
PROPOSED APPROVAL OF THE GUARANTEE PLAN FOR  
SUBSIDIARIES IN THE YEAR OF 2023  
GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DEBT  
FINANCING INSTRUMENTS  
GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE SHARES  
AMENDMENT OF THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE AGM**

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The Notice of the AGM of the Company to be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC on Tuesday, 20 June 2023 at 10:00 a.m., is set out on pages 17 to 18 of this circular.

The proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon to, for holders of H Shares, the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and for holders of Domestic Shares, to the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC as soon as possible and in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending the AGM and any adjournment thereof and voting in person.

Reference to times and dates in this circular are to Hong Kong local times and dates.

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms and expressions have the meanings set forth below:*

“Articles of Association”	the articles of association of the Company, as amended, altered or supplemented by other means from time to time
“Board” or “Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	Hanhua Financial Holding Co., Ltd.* (瀚華金控股份有限公司), a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed and traded on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC nationals and/or entities incorporated in the PRC
“Domestic Shareholders”	holders of Domestic Shares
“AGM”	the 2022 annual general meeting of the Company to be held on Tuesday, 20 June 2023 at 10:00 a.m. at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
“H Shareholders”	holders of H Shares

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## DEFINITIONS

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“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan)
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC. Unless otherwise stated, amounts set out in this circular are in RMB
“Shareholders”	shareholders of the Company
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	supervisors of the Company

\* *For identification purpose only*



**Hanhua Financial Holding Co., Ltd.\***

**瀚華金控股份有限公司**

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

**(Stock Code: 3903)**

*Executive Directors:*

Mr. Zhang Jun (*Chairman*)

Mr. Zhang Guoxiang

Mr. Cui Weilan

*Non-executive Directors:*

Mr. Liu Jiaoyang

Ms. Liu Tingrong

Ms. Wang Fangfei

Mr. Feng Yongxiang

Mr. Liu Bolin

*Independent Non-executive Directors:*

Mr. Cao Ziwei

Mr. Li Wei

Mr. Hu Yuntong

Mr. Xu Hongcai

*Registered Office:*

6-9, Building 2

11 East Honghu Road

Yubei District

Chongqing

the PRC

*Principal Place of*

*Business in Hong Kong:*

Rm 1203, 12/F

Man Yee Building

68 Des Voeux Road Central

Hong Kong

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## LETTER FROM THE BOARD

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*To the Shareholders*

Dear Sirs or Madams,

**2022 ANNUAL REPORT  
2022 REPORT OF THE BOARD OF DIRECTORS  
2022 REPORT OF THE BOARD OF SUPERVISORS  
2022 PROFIT DISTRIBUTION PLAN  
RE-APPOINTMENT OF FINANCIAL AUDITING INSTITUTIONS  
PROPOSED APPROVAL OF THE GUARANTEE PLAN FOR  
SUBSIDIARIES IN THE YEAR OF 2023  
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GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE SHARES  
AMENDMENT OF THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE AGM**

### **I. INTRODUCTION**

This circular is to provide you with the Notice of the AGM and relevant information regarding the ordinary resolutions and special resolutions to be proposed at the AGM to allow you to consider to vote for or against or abstain from voting in respect thereof.

### **II. MATTERS TO BE CONSIDERED AT THE AGM**

Proposals to be proposed at the AGM for Shareholders' approval by way of ordinary resolutions include:

- (1) To consider and approve the 2022 Annual Report.
- (2) To consider and approve the 2022 Report of the Board of Directors.
- (3) To consider and approve the 2022 Report of the Board of Supervisors.
- (4) To consider and approve the 2022 Profit Distribution Plan.
- (5) To consider and approve the re-appointment of financial auditing institutions.

Proposals to be proposed at the AGM for Shareholders' approval by way of special resolutions include:

- (6) To consider and approve the guarantee plan for subsidiaries in the year of 2023.

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## LETTER FROM THE BOARD

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- (7) To consider and approve the grant of general mandate to the Board to issue debt financing instruments.
- (8) To consider and approve the grant of general mandate to the Board to issue Shares.
- (9) To consider and approve the amendment of the Articles of Association.

### ORDINARY RESOLUTIONS:

#### **(1) 2022 Annual Report**

An ordinary resolution will be proposed at the AGM to approve the 2022 Annual Report, which has been published by the Company on the websites of the Stock Exchange and of the Company on 14 April 2023.

#### **(2) 2022 Report of the Board of Directors**

An ordinary resolution will be proposed at the AGM to approve the 2022 Report of the Board of Directors, which is set out in the Company's 2022 Annual Report.

#### **(3) 2022 Report of the Board of Supervisors**

An ordinary resolution will be proposed at the AGM to approve the 2022 Report of the Board of Supervisors, which is set out in the Company's 2022 Annual Report.

#### **(4) 2022 Profit Distribution Plan**

Considering the actual situation of the Company and the requirements for sustainable and coordinated development in the future, the Board of Directors decides not to recommend the payment of a final dividend for the year ended 31 December 2022.

#### **(5) Re-appointment of Financial Auditing Institutions**

KPMG Huazhen (Special General Partnership) and KPMG performed their duties in auditing the financial statements of the Company for 2022 and finished the audit of the 2022 financial statements of the Company on time, during which they demonstrated a high level of code of conduct, quality and capability to deal with financial matters of significance, and met requirements of the Company on an auditing institution.

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## LETTER FROM THE BOARD

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The Board proposed to re-appoint KPMG Huazhen (Special General Partnership) and KPMG as the auditing institutions of the Company for 2023 for financial reporting standards of the PRC and Hong Kong, respectively, with a term commencing from the date of such re- appointment and ending upon the date on which the annual general meeting of the Company for 2023 is convened, and to authorize the Board to determine their remunerations according to their audit duties.

The above proposal on the re-appointment of financial auditing institutions for 2023 was considered and approved at the meeting of the fourth session of the Board held on 30 March 2023.

Pursuant to requirements of the Articles of Association, the Board will propose at the AGM an ordinary resolution to approve the re-appointment of KPMG Huazhen (Special General Partnership) and KPMG as the auditing institutions of the Company for 2023 for financial reporting standards of the PRC and Hong Kong, respectively.

### SPECIAL RESOLUTIONS:

#### **(6) To consider and approve the guarantee plan for subsidiaries in the year of 2023**

In order to satisfy needs and ensure the continuous and steady business development of wholly-owned subsidiaries and holding companies of the Company in 2023, the Company proposes to provide guarantee of no more than RMB22.0 billion to its subsidiaries for 2023 based on external guarantee provided by the Company and its subsidiaries out of the ordinary course of business in 2022, among which, not more than RMB17.0 billion is to be provided to direct or indirect wholly-owned subsidiaries and not more than RMB5.0 billion to those subsidiaries which the Company has a direct or indirect shareholding of over 50% but less than 100%.

As of 31 December 2022, the balance of actual guarantees provided by the Company to its subsidiaries (of which the Company has a direct or indirect shareholding of more than 50%) for external financing did not exceed the authorized limit at the annual general meeting in 2021, totaling RMB0.875 billion, accounting for 3.92% of the total authorized amount, with the top three subsidiaries accounting for the highest percentage being: Chongqing Hanhua Asset Management Co., Ltd.\* (重慶瀚華資產管理有限公司)(RMB0.296 billion) and Chongqing Changjiang Financial Factoring Co., Ltd.\* (重慶長江金融保理有限公司)(RMB0.29 billion), and Liaoning Fu'an Financial Asset Management Co., Ltd.\* (遼寧富安金融資產管理有限公司)(RMB0.162 billion).

The guarantee to the wholly-owned subsidiaries and holding companies is to meet their needs arising from business operation. Once implemented, the external financing of the wholly-owned subsidiaries and holding companies will be directly reflected in

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## LETTER FROM THE BOARD

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consolidated financial statements of the Company and thus such guarantee will not cause any corresponding increase of external liabilities of the Group.

It is proposed to authorize Mr. Cui Weilan, the Company's executive Director and president, to allocate, determine the specific project name, amount, and time limit of the external guarantee within the limit of the total amount of guarantee (including the replenishment of the shortfall), and review the relevant legal documents and handle matters related to transactions, without the need to submit individual external guarantee proposal to the general meeting of Shareholders or the Board of Directors for approval. Mr. Cui Weilan should comply with the Company's external guarantee measures when allocating, determining and reviewing related matters.

This external guarantee plan will be effective from the date it is being passed at the AGM and expire on the date on which a general meeting of the Company is convened to consider the next external guarantee plan.

### **(7) To consider and approve the grant of general mandate to the Board to issue debt financing instruments**

To meet the demands of the Company's operations, adjust the debt structure, replenish working capital and reduce financing cost, according to the 2022 fund-raising plan of the Company, the Company proposes to issue appropriate debt financing instruments. To seize the positive market opportunity and to enhance the flexibility and efficiency of financing, according to market practice, it is proposed at the AGM to authorize the Board to determine matters regarding the issuance of debt financing instruments in one or multiple tranches within the limit of bond issuance as stipulated in the applicable laws. Details of the issuance are set out below:

#### **i. ISSUANCE PLAN**

Relevant debt financing instruments shall include but not be limited to super short-term commercial paper, short-term commercial paper, mid-term notes, corporate bonds, domestic targeted debt financing instruments, overseas debt financing instruments and overseas bonds/notes denominated in RMB or foreign currencies.

#### **ii. PARTICULARS OF THE ISSUANCE**

(i) Issuer: The Company and/or its controlled or wholly-owned subsidiary. The specific issuer shall be determined by the Board according to issuance needs.

(ii) Target: Investors who meet the conditions for subscription, but no preferential placing to the Shareholders.

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## LETTER FROM THE BOARD

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(iii) Issue size: Subject to compliance with the requirements under relevant laws and regulations as well as those specified by regulatory authorities in respect of the total outstanding balance of debt financing instruments under the issuance, the specific issue size shall be determined by the Board according to capital demands and market situations.

(iv) Term and type: Not more than 15 years for one single-term instrument or a portfolio of instruments with various terms. Specific term and issue size of each term type shall be determined by the Board according to the capital demands and market situations.

(v) Use of proceeds: The proceeds to be raised from the issuance are intended to be used towards, among others, meeting the demands of the operations adjustment of debt structure, replenishment of working capital and/or funding for capital investments of the Company and/or its controlled or wholly-owned subsidiaries. Specific use of proceeds shall be determined by the Board according to capital demand.

(vi) Term of validity of the resolution: One year from the date of the passing of the resolution at the AGM.

If the Board (including its authorized persons) have resolved to issue within the term of validity of the resolution, and there is no conflict between the authorization granted to the Board (including its authorized persons) at a general meeting after the end of the term of validity of the resolution and the authorization of the relevant issuance, the authorization to the Board (including its authorized person) granted at the general meeting shall be regarded to have been extended.

### **iii. AUTHORIZATION TO THE BOARD**

(i) It is proposed to the Shareholders at the AGM to grant the general mandate to the Board to deal with the following in accordance with the specific needs of the Company and other market conditions:

(a) To determine the issuer, issue size, type, specific instruments, detailed terms, conditions and other matters relating to the issuance (including, but not limited to, the issue size, actual total amount, currency, issue price, interest rate or mechanism for determining the interest rate, issue location, issue timing, term, whether or not to issue in multiple tranches and number of tranches, whether or not to set repurchase or redemption terms, credit rating, guarantee, repayment term, specific fund-raising arrangements within the scope approved at a general meeting, detailed placing arrangements, underwriting arrangements and all other matters

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## LETTER FROM THE BOARD

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relating to the issuance).

(b) To carry out all necessary and ancillary actions and procedures of the issuance (including, but not limited to, engage intermediary institutions, handle all approval, registration and filing procedures with the relevant regulatory authorities in connection with the issuance on behalf of the Company, execute all necessary documents related to the issuance, select bonds trustee manager for the issuance, formulate rules for the bondholders' meeting and handle any other matters relating to the issuance and trading).

(c) To approve, confirm and ratify any action or procedure relating to the Issuance as mentioned above already taken by the Company.

(d) To make adjustments to the specific proposals for the issuance in accordance with the comments from relevant regulatory authorities or the market conditions within the scope of authorization granted at the general meeting, except where voting at a general meeting is required by any relevant laws and regulations and the Articles of Association.

(e) To determine and handle all relevant matters relating to the listing of the debt financing instruments upon the completion of the issuance.

(f) In case of debt financing instruments being issued by the Company, during the validity period of the debt financing instruments, to determine not to distribute dividends to the Shareholders to safeguard repayment of debts as required under the relevant laws and regulations in the event that the Company expects to, or does fail to pay the principal and/or coupon interests of such bonds as they fall due.

(g) To approve, execute and dispatch any announcements or circulars relating to the issuance and disclose relevant information in accordance with the requirements of the relevant jurisdiction where the Shares are listed.

(ii) Upon the approval at the AGM, it is proposed that the Shareholders shall authorize the Board to delegate the authorizations set forth in items (a) to (f) of paragraph (i) above to the chairman and/or the president of the Company.

(iii) Upon the approval at the AGM, it is proposed that the Shareholders shall authorize the Board to delegate the authorizations set forth in item (g) of paragraph (i) above to the secretary of the Board.

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## LETTER FROM THE BOARD

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### **(8) To consider and approve the grant of general mandate to the Board to issue Shares**

The Board intends to propose at the AGM to authorize the Board and its authorized persons, subject to the requirements of the Listing Rules where the H Shares are listed, generally and unconditionally, to decide, individually or concurrently, to allot, issue and deal with additional Domestic Shares and/or H Shares not exceeding 20% of the respective number of issued Domestic Shares and/or H Shares of the Company. Details are as follows:

- a) In accordance with the relevant provisions of the Company Law, Listing Rules and relevant applicable laws, regulations, regulatory documents and the Articles of Association, the Board is hereby generally and unconditionally authorized to exercise the right to allot, issue and deal with additional Domestic Shares and/or H Shares..
- b) The Board is authorized to determine the issue price or price range in accordance with the relevant laws and regulations in the territory and the regulatory requirements in the place of listing, in consideration of specific circumstances.
- c) The Board is authorized to determine and implement the issuance plan, including but not limited to the class of new Shares to be issued, the pricing method and/or issue price (including price range), the method of issuance, the number of shares to be issued, the targets of issuance and the investment of proceeds, etc., to determine the timing of the issuance, the issuance period, and to determine whether to issue new Shares to existing shareholders, and the class and number of Shares to be issued.
- d) The Board is authorized, subject to the relevant laws and regulations, the regulatory requirements of the place of listing of the Company and the Articles of Association, to sign the necessary documents, complete necessary procedures and take other necessary actions for the completion of the allotment and issue of new shares, including but not limited to engaging an intermediary in connection with the issuance, approving or signing documents on behalf of the Company in connection with the issuance (including but not limited to the statutory documents to be filed with the regulatory authorities, the placing underwriting agreement, the engagement agreement of the intermediary, etc.), and to complete all necessary filing, registration and filing procedures, etc. with the relevant government authorities in Hong Kong, the PRC and/or any other jurisdictions and territories (if applicable).
- e) Subject to the approval of the relevant authorities, the Board is authorized to make appropriate and necessary amendments to the relevant contents of the Articles of Association upon completion of the allotment and issue of new Shares in accordance with the manner, type and number of new Shares to be allotted and issued by the Company and the actual situation of the shareholding structure of the Company upon completion of the allotment and issue of new Shares to reflect the changes in the share

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## LETTER FROM THE BOARD

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capital structure and registered capital of the Company. The Board shall exercise this authority prudently and in compliance with the Listing Rules and all applicable laws and regulations and the relevant provisions of the Articles of Association, and shall take all actions in the best interests of the Company and the Shareholders.

(f) “Relevant Period” in this proposal means the period from the date of approving this proposal until the earlier of the following dates:

(i) the conclusion of the next annual general meeting of the Company; and

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or all applicable laws and regulations; and

(iii) the date on which the authority given by this resolution is revoked by an ordinary resolution in an extraordinary general meeting or varied by a special resolution.

### **(9) To consider and approve the amendment of the Articles of Association**

According to the Listing Rules and other relevant laws and regulations, and the actual circumstances of the Company, the Company proposes to amend certain provisions in the Articles of Association.

The full text of the proposed amendments to the Articles of Association, which were prepared in Chinese language, is set out below. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Except for the proposed amendments as set out below, other provisions of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association are subject to Shareholders’ approval by way of special resolution at the AGM, and the amended Articles of Association will take effect upon the resolution being passed by the Shareholders at the AGM.

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**LETTER FROM THE BOARD**

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Details of the proposed amendments to the Articles of Association are as follows:

<b>Existing article</b>	<b>Revised article</b>
<p><b>Article 46</b></p> <p>No change resulting from share transfers may be made to the register of shareholders within 30 days prior to the General Meeting of Shareholders or 5 days prior to the reference date set by the Company for the purpose of distribution of dividend.</p>	<p><b>Article 46</b></p> <p><del>No change resulting from share transfers may be made to the register of shareholders within 30 days prior to the General Meeting of Shareholders or 5 days prior to the reference date set by the Company for the purpose of distribution of dividend.</del></p> <p><b><u>If any provision in laws, administrative regulations, departmental rules, regulatory documents and regulations stipulated by relevant stock exchange or regulatory authority where the Company's shares are listed require a period of closure of the register of shareholders during which time no transfers of shares will be registered prior to the date of a general meeting or before the benchmark date set by the Company for the purpose of determination of distribution of dividends, such provision shall apply.</u></b></p>
<p><b>Article 114</b></p> <p>When the Company is to hold a class shareholders' meeting, it shall inform all Shareholders of the time and venue of the meeting and the matters to be considered thereat 20 days before the meeting is held, and if it is an Extraordinary General Meeting, 15 days before the meeting is held.</p> <p>If there are special provisions in the listing rules of the place where the company's shares are listed, such provisions shall prevail.</p>	<p><b>Article 114</b></p> <p>When the Company is to hold a class shareholders' meeting, it shall inform all Shareholders of the time and venue of the meeting and the matters to be considered thereat <b>21</b> days before the meeting is held, and if it is an Extraordinary General Meeting, 15 days before the meeting is held.</p> <p>If there are special provisions in the listing rules of the place where the company's shares are listed, such provisions shall prevail.</p>

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## LETTER FROM THE BOARD

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### **Article 120**

Directors may tender resignation before the expiration of their term of office. To resign a director shall submit a written resignation report to the Board of Directors.

If the resignation of the director causes the Board of Directors of the Company to fall short of the statutory minimum quorum, the incumbent director shall continue to perform his or her director's duty according to the laws, administrative regulations, department rules and this Articles of Association until the incoming director assumes his or her position.

Except in the circumstances specified in the preceding paragraph, a director's resignation shall take effect upon the service of the written resignation report on the Board of Directors.

### **Article 120**

Directors may tender resignation before the expiration of their term of office. To resign a director shall submit a written resignation report to the Board of Directors.

**The Board may appoint a Director to fill a casual vacancy on the Board when a casual vacancy arises. Any person appointed by the Board as a Director to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election.**

If the resignation of the director causes the Board of Directors of the Company to fall short of the statutory minimum quorum, the incumbent director shall continue to perform his or her director's duty according to the laws, administrative regulations, department rules and this Articles of Association until the incoming director assumes his or her position.

Except in the circumstances specified in the preceding paragraph, a director's resignation shall take effect upon the service of the written resignation report on the Board of Directors.

### **Article 192**

The Company shall conclude written contracts with each director, supervisor and senior executive, and such contracts shall include at least the following provisions:

1. the director, supervisor or senior executive warrants to the Company that he or she will observe the Company Law, the Special Provisions, this Articles of Association, the Code on Takeovers and Mergers of Hong Kong, the Code on Share Buy-backs of Hong Kong and other provisions established by the HKEX, and

### **Article 192**

The Company shall conclude written contracts with each director, supervisor and senior executive, and such contracts shall include at least the following provisions:

1. the director, supervisor or senior executive warrants to the Company that he or she will observe the Company Law, the Special Provisions, this Articles of Association, the Code on Takeovers and Mergers of Hong Kong, the Code on Share Buy-backs of Hong Kong and other provisions established by the HKEX, and agrees that the Company will

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**LETTER FROM THE BOARD**

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<p>agrees that the Company will enjoy the remedial actions set forth under this Articles of Association, and that such contract and its position shall not be transferred;</p> <p>2. the director, supervisor or senior executive warrants to the Company that he or she will observe and perform his or her responsibilities owed to the shareholders specified in this Articles of Association;</p> <p>3. the arbitration article contained in Article 251 of this Articles of Association; and</p> <p>4. Any Director of the Company shall not be dismissed or removed arbitrarily from his/her office prior to expiry of his/her term of directorship, unless the Director is in breach of his/her obligations due to a willful act or gross negligence, thereby materially harming the interests of shareholders, especially minority shareholders, of the Company, or the Director shall not serve as a Director as specified by Article 176 of the Articles of Association.</p>	<p>enjoy the remedial actions set forth under this Articles of Association, and that such contract and its position shall not be transferred;</p> <p>2.the director, supervisor or senior executive warrants to the Company that he or she will observe and perform his or her responsibilities owed to the shareholders specified in this Articles of Association;</p> <p>3.the arbitration article contained in Article 251 of this Articles of Association; <del>and</del></p> <p><del>4. Any Director of the Company shall not be dismissed or removed arbitrarily from his/her office prior to expiry of his/her term of directorship, unless the Director is in breach of his/her obligations due to a willful act or gross negligence, thereby materially harming the interests of shareholders, especially minority shareholders, of the Company, or the Director shall not serve as a Director as specified by Article 176 of the Articles of Association.</del></p>
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## LETTER FROM THE BOARD

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### III. AGM, PROXY FORM AND VOTING BY POLL

The notice convening the AGM to be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC on Tuesday, 20 June 2023 at 10:00 a.m., is set out on pages 17 to 18 of this circular.

The proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon to, for holders of H Shares, the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and for holders of Domestic Shares, to the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC as soon as possible and in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof.

According to Rule 13.39(4) of the Listing Rules, the voting on all the resolutions at a general meeting must be taken by poll. Accordingly, the chairman of the AGM will proceed with the voting of all resolutions to be proposed by poll in accordance with article 88 of the Articles of Association.

Poll results will be announced by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules after the AGM.

### IV. RECOMMENDATION

The Directors consider that all resolutions to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favor of the said resolutions.

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## LETTER FROM THE BOARD

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### V. RESPONSIBILITY STATEMENT

This circular for which the Directors collectively and individually accept full responsibility, provides information in relation to the Company in compliance with the Listing Rules. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board  
**Hanhua Financial Holding Co., Ltd.**  
**Zhang Jun**  
*Chairman of the Board*

Chongqing, the PRC, 19 May 2023

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## NOTICE OF THE AGM

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### **Hanhua Financial Holding Co., Ltd.\***

### **瀚華金控股份有限公司**

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

**(Stock Code: 3903)**

#### **NOTICE OF THE 2022 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (the “**AGM**”) of Hanhua Financial Holding Co., Ltd. (the “**Company**”) will be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the People’s Republic of China (the “**PRC**”) on Tuesday, 20 June 2023 at 10:00 a.m., for the following purposes:

#### **ORDINARY RESOLUTIONS**

- 1.To consider and approve the 2022 Annual Report.
- 2.To consider and approve the 2022 Report of the Board of Directors.
- 3.To consider and approve the 2022 Report of the Board of Supervisors.
- 4.To consider and approve the 2022 Profit Distribution Plan.
- 5.To consider and approve the re-appointment of financial auditing institutions.

#### **SPECIAL RESOLUTIONS**

- 6.To consider and approve the guarantee plan for subsidiaries in the year of 2023.
- 7.To consider and approve the grant of general mandate to the Board to issue debt financing instruments.
- 8.To consider and approve the grant of general mandate to the Board to issue Shares.
- 9.To consider and approve the amendment of the Articles of Association.

By order of the Board  
**Hanhua Financial Holding Co., Ltd.**  
**Zhang Jun**  
*Chairman of the Board*

Chongqing, the PRC, 19 May 2023

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## NOTICE OF THE AGM

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\* *For identification purpose only*

Notes:

1. Pursuant to the Company's announcement dated 5 May 2023, in order to determine the list of Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from Saturday, 20 May 2023 to Tuesday, 20 June 2023 (both days inclusive), during which no transfer of Shares will be effected. To be eligible to attend and vote at the AGM, all transfer documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Friday, 19 May 2023.
2. A Shareholder entitled to attend and vote at the AGM may appoint one or more person (whether he/she is a Shareholder or not) to attend and vote at the same on his or her behalf.
3. The instrument appointing a proxy must be in writing and signed by a Shareholder or his/her duly authorized attorney. If the Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).
4. Shareholders who intend to attend the AGM by proxy should complete the proxy form. For holders of H Shares, the proxy form should be returned to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC, in person or by post as soon as possible and in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the AGM or any adjournment thereof and voting in person.
5. The AGM is expected to last for less than half a day. Shareholders (in person or by proxy) attending this AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending this AGM shall present their identification documents.
6. In case of joint holders of a Share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such Share, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
7. References to times and dates in this notice are to Hong Kong local times and dates.