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

If you have sold or transferred all your shares in China Huirong Financial Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy 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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CHINA HUIRONG FINANCIAL HOLDINGS LIMITED

中國匯融金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1290)

PROPOSED RE-ELECTION OF DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China Huirong Financial Holdings Limited to be held at VIP Hall, Huaqiang Plaza Hotel Shenzhen, No. 1019 North Huaqiang Road, Shenzhen, PRC on Tuesday, 28 May 2019 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Sunday, 26 May 2019) or any adjournment thereof (as the case may be). Please note that 25 and 26 May 2019 are not working days in Computershare Hong Kong Investor Services Limited and its offices will not be opened on these days for physical delivery of the form of proxy. To be effective, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cnhuirong.com>).

18 April 2019

References to time and dates in this circular are to Hong Kong time and dates.

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DEFINITIONS

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

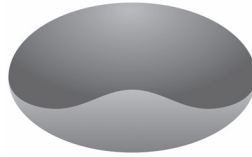
“Annual General Meeting”	The annual general meeting of the Company to be held at VIP Hall, Huaqiang Plaza Hotel Shenzhen, No. 1019 North Huaqiang Road, Shenzhen, PRC on Tuesday, 28 May 2019 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the annual general meeting on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	China Huirong Financial Holdings Limited 中國匯融金融控股有限公司, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution No. 10 contained in the notice of Annual General Meeting
“Latest Practicable Date”	12 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	the general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution No. 9 contained in the notice of Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time
“Wuzhong Group”	Jiangsu Wuzhong Group Co. Limited* (江蘇吳中集團有限公司)

* For identification purpose only

LETTER FROM THE BOARD



CHINA HUIRONG FINANCIAL HOLDINGS LIMITED

中國匯融金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1290)

Executive Directors:

Wu Min
Zhang Changsong

Non-executive Directors:

Zhuo You
Zhang Cheng
Zhang Shu
Ling Xiaoming

Independent Non-executive Directors:

Zhang Huaqiao
Feng Ke
Tse Yat Hong

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business and

Head Office in the PRC:

22/F, 345 Baodai East Road,
Suzhou, Jiangsu Province, PRC

Principal Place of Business in Hong Kong:

23/F, No. 238 Des Voeux Road Central
Hong Kong

Hong Kong, 18 April 2019

To the Shareholders:

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

According to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Articles 84(1) and (2) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Directors so to retire shall be those of the Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with the Articles of Association and in the opinion of the Board, Mr. Zhang Changsong, Mr. Zhang Cheng, Ms. Zhang Shu and Mr. Ling Xiaoming will retire as Directors at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the Directors who are proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 28 May 2018, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. Therefore, in order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution No. 9 contained in the notice of the Annual General Meeting as set out on this circular (i.e. 108,678,700 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 May 2018, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. Therefore, in order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution No. 10 contained in the notice of Annual General Meeting (i.e. 217,357,400 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the aggregate number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting to be held at VIP Hall, Huaqiang Plaza Hotel Shenzhen, No. 1019 North Huaqiang Road, Shenzhen, PRC on Tuesday, 28 May 2019 at 10:00 a.m. is set out on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the re-election of Directors, granting of the Share Buy-back Mandate and the Issuance Mandate and the extension of the Issuance Mandate.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cnhuirong.com>). To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Sunday, 26 May 2019) or any adjournment thereof (as the case may be). Please note that 25 and 26 May 2019 are not working days for Computershare Hong Kong Investor Services Limited and its offices will not be opened on these days for physical delivery of the form of proxy.

LETTER FROM THE BOARD

To be effective, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, granting of the Share Buy-back Mandate and the Issuance Mandate and the extension of the Issuance Mandate are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By Order of the Board

China Huirong Financial Holdings Limited

Wu Min

Chairman of the Board

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Zhang Changsong

Position and Experience

Mr. Zhang Changsong (張長松), aged 46, was appointed as an executive Director and chief financial officer of the Company on 1 January 2016. Mr. Zhang Changsong is a senior accountant recognized by the Jiangsu Provincial Department of Human Resources and Social Security and a certified internal auditor recognized by the China Institute of Internal Audit with the authorization from the Institute of Internal Auditors. Mr. Zhang Changsong has also been awarded the professional designation of Certification in Risk Management Assurance by the Institute of Internal Auditors. Mr. Zhang Changsong received his bachelor degree in accounting from Anhui Institute of Finance and Trade, currently known as Anhui University of Finance & Economics, in 1998 and completed his postgraduate program in accounting at Anhui University of Finance & Economics in 2004. Mr. Zhang Changsong has more than 19 years of experience in auditing and accounting. In September 1998, he started working as an auditing staff at Anhui Xinhua Bookstore, which is currently known as Anhui Xinhua Media Co., Ltd. (the shares of which are listed on the Shanghai Stock Exchange). From 2005 to 2012, Mr. Zhang Changsong worked as an accounting supervisor, assistant manager in the asset auditing department, manager in the asset auditing department at Wuzhong Group, respectively. During the period from 2013 to 31 December 2015, he was the vice chief auditor and general manager in the asset auditing department at Wuzhong Group.

Length of Service

Mr. Zhang Changsong entered into a service contract with the Company on 27 May 2016 for a term of three years, unless terminated by not less than two calendar months' notice in writing served by either party on the other.

Relationships

As far as the Directors are aware, Mr. Zhang Changsong does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang Changsong was interested in the following shares or underlying shares of the Company within the meaning of Part XV of the SFO:

- (i) 1,510,000 shares of the Company (representing 0.14% of the issued share capital of the Company) were held by Mr. Zhang Changsong personally.

- (ii) 1,572,000 share options of the Company (attaching rights to subscribe for 1,572,000 shares of the Company, representing 0.14% of the issued share capital of the Company) were held by Mr. Zhang Changsong personally.

Save as disclosed above, Mr. Zhang Changsong was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Director's Emoluments

According to the service contract entered between the Company and Mr. Zhang Changsong, the basic emoluments for Mr. Zhang Changsong is RMB600,000 per annum. The Director's emoluments are recommended by the remuneration committee of the Company with reference to salaries paid by comparable companies, his time commitment and responsibilities and performance of Group, and determined based on the remuneration and compensation packages of the Directors and senior management of the Company.

Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders

There is no other information which is discloseable nor is Mr. Zhang Changsong involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang Changsong that need to be brought to the attention of the Shareholders.

(2) Mr. Zhang Cheng

Position and Experience

Mr. Zhang Cheng (張成), aged 36, was appointed as a non-executive Director of the Company on 17 May 2012. Mr. Zhang Cheng is responsible for the investor relation of our Company. Mr. Zhang Cheng graduated from Nanjing University with a bachelor's degree in economics and a master's degree in western economics in June 2002 and June 2005, respectively. Mr. Zhang Cheng was the investment manager of the Strategic Investment Department of Wuzhong Group from July 2005 to February 2006. From February 2006 to February 2008, he served as the assistant general manager of Jiangsu Wuzhong Hi-Tech Venture Capital Co., Ltd (江蘇吳中高科創業投資有限公司), a subsidiary of Wuzhong Group, and from February 2008, he became the deputy general manager and from February 2011, he became the general manager of the company. From February 2010, Mr. Zhang Cheng also became the deputy general manager of Suzhou Education Investment Company (蘇州教育投資有限公司), a subsidiary of Wuzhong Group, and from February 2011, became the general manager of such company. During his various positions in Wuzhong Group and the two

subsidiaries of Wuzhong Group, Mr. Zhang Cheng is responsible for the management and development in relation to investment in the bio-pharmaceutical, information technology areas and private education.

Length of Service

Mr. Zhang Cheng entered into a letter of appointment with the Company on 27 May 2016 for a term of three years, unless terminated by not less than two calendar months' notice in writing served by either party on the other.

Relationships

As far as the Directors are aware, Mr. Zhang Cheng does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang Cheng personally held share options of the Company to subscribe for 791,000 shares of the Company, representing 0.07% of the issued share capital of the Company.

Save as disclosed above, Mr. Zhang Cheng was not interested or deemed to be interested in any shares or underlying Shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Director's Emoluments

Mr. Zhang Cheng will not receive any remuneration from the Company in his capacity as a Director.

Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders

There is no other information which is discloseable nor is Mr. Zhang Cheng involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang Cheng that need to be brought to the attention of the Shareholders.

(3) Ms. Zhang Shu*Position and Experience*

Ms. Zhang Shu (張姝), aged 53, was appointed as a non-executive Director of the Company on 18 March 2016. Ms. Zhang Shu has been a vice president of Wuzhong Group since December 2011. Ms. Zhang Shu has more than 26 years of experience in banking and finance industry. From August 1986 to May 1990, she worked as a clerk at the sales department of Suzhou branch of Bank of China. From May 1990 to October 1999, Ms. Zhang Shu commenced working as a clerk in the bill settlement department and subsequently became the chief officer of loan department at Suzhou branch of Bank of China. Afterwards, Ms. Zhang worked as an assistant vice president in the administration division of BOC International Holdings Limited in Hong Kong from November 1999 to August 2003. She became the vice president of Suzhou Industrial District branch of Bank of China from September 2003 to March 2007 and then worked as the president of Suzhou Wuzhong branch of Bank of China from March 2007 to October 2011. Ms. Zhang Shu then worked as the general manager of the risk management department of Suzhou branch of Bank of China from October 2011 to December 2011. Ms. Zhang Shu obtained a diploma in English from Nanjing Normal University (南京師範大學) in June 1995 and a postgraduate degree in world economics from the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in September 1998. Ms. Zhang Shu was awarded with the qualification certificate of speciality and technology in the speciality of financial economics (intermediate level) by the Human Resources Department of the People's Republic of China (中華人民共和國人事部) in November 1997.

Length of Service

Ms. Zhang Shu entered into a letter of appointment with the Company on 27 May 2016 for a term of three years, unless terminated by not less than two calendar months' notice in writing served by either party on the other.

Relationships

As far as the Directors are aware, Ms. Zhang Shu does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhang Shu was interested in the following shares or underlying shares of the Company within the meaning of Part XV of the SFO:

- (i) 600,000 shares of the Company (representing 0.06% of the issued share capital of the Company) were held by Ms. Zhang Shu personally.
- (ii) 491,000 share options of the Company (attaching rights to subscribe for 491,000 shares of the Company, representing 0.05% of the issued share capital of the Company) were held by Ms. Zhang Shu personally.

Save as disclosed above, Ms. Zhang Shu was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Director's Emoluments

Ms. Zhang Shu will not receive any remuneration from the Company in her capacity as a Director.

Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders

There is no other information which is discloseable nor is Ms. Zhang Shu involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Zhang Shu that need to be brought to the attention of the Shareholders.

(4) Mr. Ling Xiaoming*Position and Experience*

Mr. Ling Xiaoming (凌曉明), aged 46, was appointed as a non-executive Director of the Company on 28 May 2018. Mr. Ling Xiaoming has over 20 years of experience in the legal profession. Mr. Ling Xiaoming has been the chief counsel of Wuzhong Group since March 2018. He served as a general manager of the legal department of Wuzhong Group from May 2016 to February 2018. Mr. Ling Xiaoming worked in the judiciary system of the Jiangsu Province for approximately 20 years and held various positions such as judge and presiding judge of different courts from August 1995 to April 2016. Mr. Ling Xiaoming received the

Bachelor of Law from East China University of Political Science and Law (華東政法大學), formerly known as East China University of Politics and Law (華東政法學院), in 1995, and the Master of Law from Jilin University (吉林大學) in 2007. Mr. Ling Xiaoming was qualified as a lawyer in the People's Republic of China in 2017.

Length of Service

Mr. Ling Xiaoming entered into a letter of appointment with the Company on 28 May 2018 for a term of three years, unless terminated by not less than two calendar months' notice in writing served by either party on the other.

Relationships

As far as the Directors are aware, Mr. Ling Xiaoming does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

Mr. Ling Xiaoming was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Director's Emoluments

Mr. Ling Xiaoming will not receive any remuneration from the Company in his capacity as a Director.

Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders

There is no other information which is discloseable nor is Mr. Ling Xiaoming involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ling Xiaoming that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,086,787,000 Shares.

Subject to the passing of the ordinary resolution No. 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,086,787,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, an aggregate of up to 108,678,700 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that granting of the Share Buy-back Mandate is in the best interests of the Company and its Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. PRICES OF SHARES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the past twelve months are as follows:

Month	Highest HK\$	Lowest HK\$
2018		
April	1.45	1.07
May	1.18	1.04
June	1.14	0.96
July	1.15	0.95
August	1.09	0.96
September	1.00	0.86
October	1.18	0.86
November	1.06	0.92
December	1.08	0.84
2019		
January	1.10	0.83
February	1.03	0.86
March	1.20	0.83
April (<i>up to the Latest Practicable Date</i>)	1.20	1.12

6. GENERAL

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

7. TAKEOVERS CODES

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zhu Tianxiao (“**Mr. Zhu**”), the controlling shareholder (as defined in the Listing Rules) of the Company, was interested in 325,000,000 Shares (which are held through Xilai Investment Co., Ltd and Xiaolai Investment Co., Ltd, being two companies beneficially owned by Mr. Zhu), representing approximately 29.90% of the issued shares of the Company. In the event that the Directors exercise the power to buy back Shares under the proposed Share Buy-back Mandate in full, the total shareholdings of Mr. Zhu would be increased to approximately 33.23% of the issued shares of the Company, thus giving rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes.

The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARES BUY-BACK MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



CHINA HUIRONG FINANCIAL HOLDINGS LIMITED

中國匯融金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1290)

Notice is hereby given that the annual general meeting of China Huirong Financial Holdings Limited (the “**Company**”) will be held at VIP Hall, Huaqiang Plaza Hotel Shenzhen, No. 1019 North Huaqiang Road, Shenzhen, PRC on Tuesday, 28 May 2019 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the reports of the directors and auditors of the Company for the year ended 31 December 2018;
2. To declare a final dividend of HK\$0.0130 per share for the year ended 31 December 2018;
3. To re-elect Mr. Zhang Changsong as an executive director of the Company;
4. To re-elect Mr. Zhang Cheng as a non-executive director of the Company;
5. To re-elect Ms. Zhang Shu as a non-executive director of the Company;
6. To re-elect Mr. Ling Xiaoming as a non-executive director of the Company;
7. To authorise the board of directors of the Company to fix the respective directors’ remuneration;
8. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;

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(b) the total number of shares which may be bought back by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the Relevant Period (as defined below);
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

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shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

11. To consider, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions No. 9 and 10 contained in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution No. 10 as contained in the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares bought

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back by the Company pursuant to the mandate referred to in the resolution No. 9 as contained in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

By Order of the Board
China Huirong Financial Holdings Limited
Wu Min
Chairman of the Board

Hong Kong, 18 April 2019

Notes:

1. All resolutions at the annual general meeting (the “**Meeting**”) (except those relate purely to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the Meeting may decide, in good faith) will be taken by a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend the Meeting and vote on a poll on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. 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 notorially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 10:00 a.m. on Sunday, 26 May 2019) or any adjournment thereof (as the case may be). Please note that 25 and 26 May 2019 are not working days for Computershare Hong Kong Investor Services Limited, and its offices will not be opened on these days for physical delivery of the form of proxy. To be effective, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Thursday, 23 May 2019 to Tuesday, 28 May 2019 (both dates inclusive) and from Monday, 3 June 2019 to Tuesday, 4 June 2019 (both dates inclusive), during which periods no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Wednesday, 22 May 2019. In order to qualify for the proposed final dividend (subject to the approval by shareholders at the forthcoming Meeting), all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at the abovementioned address for registration by 4:30 p.m. on Friday, 31 May 2019.
5. References to time and dates in this notice are to Hong Kong time and dates.