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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, 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)

**2021 ANNUAL REPORT
2021 REPORT OF THE BOARD OF DIRECTORS
2021 REPORT OF THE BOARD OF SUPERVISORS
2021 PROFIT DISTRIBUTION PLAN
RE-APPOINTMENT OF FINANCIAL AUDITING INSTITUTIONS
PROPOSED APPROVAL OF THE ANNUAL PLAN OF EXTERNAL
GUARANTEE (NON-GUARANTEE BUSINESS)
IN THE YEAR OF 2022
GRANTING OF GENERAL MANDATE TO THE BOARD
TO ISSUE DEBT FINANCING INSTRUMENTS AND
NOTICE OF THE AGM**

The Notice of the AGM to be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC on Thursday, 26 May 2022 at 10:00 a.m., is set out on pages 10 to 11 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 delivery of this proxy form will not preclude you from attending and voting in person at the AGM (and at any adjournment thereof) if you so wish.

* *For identification purpose only*

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company for 2021 to be held on Thursday, 26 May 2022 at 10:00 a.m. at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC
“Articles of Association”	the articles of association of the Company, as amended, altered or supplemented by other means time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“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
“Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法)
“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 established in 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance”	the issue of debt financing instruments in one or multiple tranches within the cap amount of bond issuance stipulated in the applicable laws
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of the AGM”	the notice of the AGM
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	the Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company

Note:

English names of PRC entities are incorporated in this circular 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 Guoxiang (*Chairman*)
Mr. Cui Weilan

Non-executive Directors:

Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Liu Bolin

Independent Non-executive Directors:

Mr. Bai Qinxian
Mr. Deng Zhaoyu
Mr. Qian Shizheng
Mr. Ng Leung Sing
Mr. Yuan Xiaobin

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

To the Shareholders

Dear Sir or Madam,

**2021 ANNUAL REPORT
2021 REPORT OF THE BOARD OF DIRECTORS
2021 REPORT OF THE BOARD OF SUPERVISORS
2021 PROFIT DISTRIBUTION PLAN
RE-APPOINTMENT OF FINANCIAL AUDITING INSTITUTIONS
PROPOSED APPROVAL OF THE ANNUAL PLAN OF EXTERNAL
GUARANTEE(NON-GUARANTEE BUSINESS)
IN THE YEAR OF 2022
GRANTING OF GENERAL MANDATE TO THE BOARD
TO ISSUE DEBT FINANCING INSTRUMENTS 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.

**For identification purpose only*

LETTER FROM THE BOARD

II. MATTERS TO BE TRANSACTED 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 2021 Annual Report.
- (2) To consider and approve the 2021 Report of the Board of Directors.
- (3) To consider and approve the 2021 Report of the Board of Supervisors.
- (4) To consider and approve the 2021 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 Annual Plan of External Guarantee (Non-guarantee Business) in the year of 2022.
- (7) To consider and approve the granting of general mandate to the board to issue debt financing instruments.

ORDINARY RESOLUTIONS:

(1) 2021 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2021 Annual Report, which has been published by the Company on the websites of the Stock Exchange and of the Company on 13 April 2022.

(2) 2021 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to approve the 2021 Report of the Board of Directors, which is set out in the Company's 2021 Annual Report.

(3) 2021 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to approve the 2021 Report of the Board of Supervisors, which is set out in the Company's 2021 Annual Report.

(4) 2021 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 2021.

(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 2021 and finished the audit of the 2021 financial statements of the Company on time, during which they demonstrated a high level of

LETTER FROM THE BOARD

code of conduct, quality and capability to deal with financial matters of significance, and met requirements of the Company on an auditing institution.

The Board proposed to re-appoint KPMG Huazhen (Special General Partnership) and KPMG as the auditing institutions of the Company for 2022 for financial reporting standards of the PRC and of 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 2022 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 2022 was considered and approved at the meeting of the third session of the Board held on 30 March 2022.

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 2022 for financial reporting standards of the PRC and of Hong Kong, respectively.

LETTER FROM THE BOARD

SPECIAL RESOLUTIONS:

(6) To consider and approve the Annual Plan of External Guarantee (Non-guarantee Business) in the year of 2022

In order to satisfy needs and ensure the continuous and steady business development of wholly-owned subsidiaries and holding companies of the Company in 2022, the Company proposes to provide guarantee of no more than RMB22.3 billion to its subsidiaries for 2022 based on external guarantee provided by the Company and its subsidiaries out of the ordinary course of business in 2021, among which, not more than RMB11.3 billion is to be provided to direct or indirect wholly-owned subsidiaries and not more than RMB11.0 billion to those subsidiaries which the Company has a direct or indirect shareholding of over 50% but less than 100%. 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 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 the Company's executive Director and president Mr. Cui Weilan 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 to the general meeting of Shareholders or the Board of Directors for approval, subject to the compliance of the Company's external guarantee system.

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 granting 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 the working capital and reduce the 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 the 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 cap amount 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.

LETTER FROM THE BOARD

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

LETTER FROM THE BOARD

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 the 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 are 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.

III. AGM, PROXY FORM AND VOTING BY POLL

The Notice of the AGM to be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC on Thursday, 26 May 2022, at 10:00 a.m. is set out on pages 10 to 11 of this circular.

A 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 proxy form to, for holders of H Shares, the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, and for holders of Domestic Shares, the Company's registered office in 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.

LETTER FROM THE BOARD

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.

IV. CLOSURE OF REGISTER OF MEMBERS IN RESPECT OF THE ENTITLEMENT TO ATTEND THE AGM

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 Tuesday, 26 April 2022 to Thursday, 26 May 2022 (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 Monday, 25 April 2022.

V. 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 resolutions at the AGM as set out in the Notice of the AGM.

VI. 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 Guoxiang
Chairman of the Board

Chongqing, the PRC, 25 April 2022

NOTICE OF THE AGM



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 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 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 Thursday, 26 May 2022 at 10:00 a.m., for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the 2021 Annual Report.
2. To consider and approve the 2021 Report of the Board of Directors.
3. To consider and approve the 2021 Report of the Board of Supervisors.
4. To consider and approve the 2021 Profit Distribution Plan.
5. To consider and approve the re-appointment of financial auditing institutions.

SPECIAL RESOLUTIONS

6. To consider and approve the Annual Plan of External Guarantee (Non-guarantee Business) in the year of 2022.
7. To consider and approve the granting of general mandate to the board to issue debt financing instruments.

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

Chongqing, the PRC, 25 April 2022

* *For identification purpose only*

NOTICE OF THE AGM

Notes:

1. 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 Tuesday, 26 April 2022 to Thursday, 26 May 2022 (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 Monday, 25 April 2022.
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 identity certifications.
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.