
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**GENERAL ELECTION OF THE BOARD OF DIRECTORS AND
THE BOARD OF SUPERVISORS
AMENDMENT OF THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING IN 2022**

The notice of the First Extraordinary General Meeting in 2022 of the Company to be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC on Sunday, 16 October 2022 at 10:00 a.m., is set out on pages 19 to 21 of this circular.

The proxy form for use at the First Extraordinary General Meeting in 2022 is enclosed with this circular. Whether or not you intend to attend the First Extraordinary General Meeting in 2022, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Company's H Share registrar (for holders of H Shares), Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and to the Company's registered office in the PRC (for holders of Domestic Shares), 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 First Extraordinary General Meeting in 2022 or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the First Extraordinary General Meeting in 2022 or any adjournment thereof should you so wish.

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

* *For identification purposes only*

CONTENTS

| | <i>Page</i> |
|---|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 3 |
| INTRODUCTION | 3 |
| MATTERS TO BE CONSIDERED AT THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022..... | 4 |
| FIRST EXTRAORDINARY GENERAL MEETING IN 2022, PROXY FORM AND VOTING BY POLL..... | 9 |
| RECOMMENDATION..... | 9 |
| RESPONSIBILITY STATEMENT | 10 |
| APPENDIX I: BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS | 11 |
| APPENDIX II: BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE FOURTH SESSION OF THE BOARD OF SUPERVISORS | 18 |
| NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022 ... | 19 |

DEFINITIONS

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 |
| “First Extraordinary General Meeting in 2022” | the first extraordinary general meeting in 2022 of the Company to be held on Sunday, 16 October 2022 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 |
| “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 |
| “Nomination and Remuneration Committee” | the nomination and remuneration committee of the Company |

DEFINITIONS

| | |
|--------------------------|--|
| “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 |
| “Share Incentive Scheme” | the Company’s share incentive scheme implemented in June 2013 to provide share incentives to the senior management of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Supervisors” | supervisors of the Company |

English names of PRC entities in this circular are included for identification purpose only.

** For identification purpose only*

LETTER FROM THE BOARD



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:

Mr. 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 Sirs or Madams,

**GENERAL ELECTION OF THE BOARD OF DIRECTORS AND
THE BOARD OF SUPERVISORS
AMENDMENT OF THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING IN 2022**

I. INTRODUCTION

This circular is to provide you with the notice of the First Extraordinary General Meeting in 2022 and relevant information regarding the resolutions to be proposed at the First Extraordinary General Meeting in 2022 to allow you to consider to vote for or against or abstain from voting in respect thereof.

LETTER FROM THE BOARD

II. MATTERS TO BE CONSIDERED AT THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022

ORDINARY RESOLUTIONS:

(1) The proposal in relation to the election and appointment of directors of the fourth session of the Board of Directors

According to the PRC Company Law and other relevant laws and regulations, and Article 118 of the Articles of Association, the term of the third session of the Board of Directors has expired, and the members of the fourth session of the Board of Directors must be elected by the Company's general meeting of Shareholders. The term of the fourth session of the Board of Directors is three years, which is calculated from the date when this resolution is considered and approved at the First Extraordinary General Meeting in 2022.

According to the recommendation of the Nomination and Remuneration Committee, the Board has proposed for Mr. Zhang Guoxiang, Mr. Zhang Jun, Mr. Cui Weilan, Ms. Liu Jiaoyang, Ms. Liu Tingrong, Ms. Wang Fangfei, Mr. Feng Yongxiang, Mr. Liu Bolin, Mr. Cao Ziwei, Mr. Li Wei, Mr. Hu Yuntong, Mr. Xu Hongcai to be the candidates for Directors, and the authorization of the Board of Directors to enter into service contracts with the directors of the fourth session of the Board of Directors.

Among them, Mr. Zhang Guoxiang, Mr. Zhang Jun and Mr. Cui Weilan are candidates for executive Directors; Ms. Liu Jiaoyang, Ms. Liu Tingrong, Ms. Wang Fangfei, Mr. Feng Yongxiang and Mr. Liu Bolin are candidates for non-executive Directors; Mr. Cao Ziwei, Mr. Li Wei, Mr. Hu Yuntong, Mr. Xu Hongcai are candidates for independent non-executive Directors.

Each of Mr. Cao Ziwei, Mr. Li Wei, Mr. Hu Yuntong, and Mr. Xu Hongcai has confirmed his independence in accordance with the factors set out in Rule 3.13 of the Listing Rules. After considering each of the written confirmation of independence made by Mr. Cao Ziwei, Mr. Li Wei, Mr. Hu Yuntong, Mr. Xu Hongcai, the Nomination and Remuneration Committee and the Board consider that each of Mr. Cao Ziwei, Mr. Li Wei, Mr. Hu Yuntong, and Mr. Xu Hongcai meets the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and are independent in accordance with the terms of the guidelines.

Please refer to Appendix I for the biographical details of candidates for the fourth session of the Board of Directors.

LETTER FROM THE BOARD

(2) The proposal in relation to the remuneration of directors of the fourth session of the Board of Directors

Each executive Director (except the Chairman) does not receive any director's fee, but receives employee remuneration according to his/her specific administrative position. The specific amount is recommended by the Nomination and Remuneration Committee according to the Chairman, taking into account market conditions, individual job responsibilities and the salary system of the Company. The remuneration of the Chairman consists of two parts: monthly salary and year-end performance bonus. In general, the monthly salary is fixed, and the year-end performance bonus is determined by the Board of Directors based on the Company's performance and overall operation in the current year.

Unless otherwise approved at the general meeting of Shareholders, the non-executive Directors do not receive remuneration for their directorships.

The allowance for independent non-executive directors of the fourth session of the Board of Directors is RMB150,000 per year (before tax). The allowance for independent non-executive Directors is paid on a monthly basis, and the allowance for independent non-executive Directors is calculated on a monthly basis. Allowance shall not be issued to those who are punished, or who are removed from their duties by the Company due to performance of their duties in violation of laws and regulations, or non-performance of their duties and serious dereliction of duties from the month of the punishment or removal from their duties. During the term of office of an independent non-executive Director, the Company's general meeting of Shareholders has the right to adjust the Company's independent non-executive Director allowance plan according to the Company's actual operating conditions.

(3) The proposal in relation to the election and appointment of representative supervisors of the fourth session of the Board of Supervisors

According to the PRC Company Law and other relevant laws and regulations, and the Articles of Association, the Shareholders nominated Mr. He Zhonghua and Mr. He Yu as the candidates for non-employee representative Supervisors. After being considered and approved at the First Extraordinary General Meeting in 2022, the two non-employee representative Supervisors and Mr. Chen Zhonghua, an employee representative Supervisor elected at the Company's employee representatives meeting, will constitute the fourth session of the Board of Supervisors for a term of three years, which is calculated from the date when this resolution is considered and approved at the First Extraordinary General Meeting in 2022, and authorize the Board of Directors to enter into service contracts with the supervisors of the fourth session of the Board of Supervisors.

Please refer to Appendix II for the biographical details of candidates for the fourth session of the Board of Supervisors.

LETTER FROM THE BOARD

(4) The proposal in relation to the remuneration of supervisors of the fourth session of the Board of Supervisors

According to the relevant provisions of the PRC Company Law and the Articles of Association, and in consideration of market practices, corporate governance and the operation requirements of the supervisory committee, the supervisors of the fourth session of the supervisory committee of the Company do not receive remuneration for their duties as Supervisors. Supervisors serving in the Company will receive remuneration corresponding to their specific duties in the Company in accordance with the remuneration system of the Company.

SPECIAL RESOLUTION:

(5) The proposal in relation to the amendment of the Articles of Association

The 25th meeting of the third session of the Board of Directors reviewed and approved the resolution on the amendment of certain provisions 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 the provisions regarding the number of Board members in the Articles of Association and to make certain minor housekeeping amendments to the Articles of Association in light of updates in relevant laws and regulations, and regulatory documents.

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 First Extraordinary General Meeting in 2022, and the amended Articles of Association will take effect upon the resolution being passed by the Shareholders at the First Extraordinary General Meeting in 2022.

LETTER FROM THE BOARD

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

| Existing article | Revised article |
|--|--|
| <p>Note:</p> <p>In the marginal notes of this Articles of Association, “Company Law” refers to the Company Law of the People’s Republic of China (Revised in 2014), “Mandatory Provisions” refers to the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad (Securities Commission Document [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Economic Restructuring; “Supplementary Opinions” refers to the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong (CSRC Overseas Document [1995] No. 1) distributed by the Overseas Listing Department of the China Securities Regulatory Commission and the Production System Department of the former State Commission for Economic Restructuring, “Guidelines for Articles of Association” refers to the Guidelines for the Articles of Associations of Listed Companies (Revised in 2006) (CSRC Company Document [2006] No. 38) issued by the China Securities Regulatory Commission, and “Listing Rules” refers to the rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</p> | <p>Note:</p> <p>In the marginal notes of this Articles of Association, “Company Law” refers to the Company Law of the People’s Republic of China (Revised in 2018), “Mandatory Provisions” refers to the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad (Securities Commission Document [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Economic Restructuring; “Supplementary Opinions” refers to the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong (CSRC Overseas Document [1995] No. 1) distributed by the Overseas Listing Department of the China Securities Regulatory Commission and the Production System Department of the former State Commission for Economic Restructuring, “Guidelines for Articles of Association” refers to the Guidelines for the Articles of Associations of Listed Companies (Revised in 2022) (Announcement [2022] No. 2 of the China Securities Regulatory Commission), and “Listing Rules” refers to the rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</p> |

LETTER FROM THE BOARD

| | |
|---|---|
| <p>Article 1</p> <p>This Articles of Association is formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council for Share Offerings and Offshore Public Listing of Companies Limited by Share (hereafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad, the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong, the Guidelines for Articles of Association of Listed Companies (Amended in 2006), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as “Listing Rules”) and other relevant laws and regulations for the purpose of protecting the legitimate rights and interests of the shareholders and creditors of Hanhua Financial Holding Co., Ltd. (hereafter referred to as the “Company”) and regulating the organization and conducts of the Company.</p> | <p>Article 1</p> <p>This Articles of Association is formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council for Share Offerings and Offshore Public Listing of Companies Limited by Share (hereafter referred to as the “Special Provisions”), the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad, the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong, the Guidelines for Articles of Association of Listed Companies (Amended in 2022), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as “Listing Rules”) and other relevant laws and regulations for the purpose of protecting the legitimate rights and interests of the shareholders and creditors of Hanhua Financial Holding Co., Ltd. (hereafter referred to as the “Company”) and regulating the organization and conducts of the Company.</p> |
| <p>Article 117</p> <p>The Company shall have a board of directors, and the board of directors shall be composed of fifteen directors, which include one chairman, one vice chairman, and thirteen directors.</p> | <p>Article 117</p> <p>The Company shall have a board of directors, and the board of directors shall be composed of twelve directors, which include one chairman, one vice chairman, and ten directors.</p> |
| <p>Article 157</p> <p>Directors or other senior executives of the Company, other than the President and the Chief Accountant, may concurrently hold the office of Board Secretary.</p> <p>An accountant of the accounting firm employed by the Company shall not concurrently holds the office of Board Secretary.</p> | <p>Article 157</p> <p>An accountant of the accounting firm employed by the Company shall not concurrently holds the office of Board Secretary.</p> |
| <p>Article 256</p> <p>3. all directors refer to all of the members of the Board of Directors as specified in Article 117 of this Articles of Association, namely the 15 directors;</p> | <p>Article 256</p> <p>3. all directors refer to all of the members of the Board of Directors as specified in Article 117 of this Articles of Association, namely the 12 directors;</p> |

LETTER FROM THE BOARD

III. FIRST EXTRAORDINARY GENERAL MEETING IN 2022, PROXY FORM AND VOTING BY POLL

The notice of the First Extraordinary General Meeting in 2022 to be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC on Sunday, 16 October 2022, at 10:00 a.m. is set out on pages 19 to 21 of this circular.

The proxy form for use at the First Extraordinary General Meeting in 2022 is enclosed with this circular. Whether or not you intend to attend the First Extraordinary General Meeting in 2022, 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 First Extraordinary General Meeting in 2022 or any adjournment thereof.

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the First Extraordinary General Meeting in 2022 will demand a poll for all resolutions to be proposed at the First Extraordinary General Meeting in 2022 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 First Extraordinary General Meeting in 2022.

IV. RECOMMENDATION

The Board considers that the resolutions to be proposed at the First Extraordinary General Meeting in 2022 to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favor of the said resolutions.

LETTER FROM THE BOARD

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 Guoxiang
Chairman of the Board

Chongqing, the PRC, 29 September 2022

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Zhang Guoxiang, aged 58, he co-founded the Group in August 2004, served as the president of the Group from August 2004 to March 2016, the Chairman and Executive Director of the Company since March 2013, and served as the chairman of Chongqing Fumin Bank Co., Ltd.* (重慶富民銀行股份有限公司) since August 2016.

In addition to his positions in the Group, Mr. Zhang has served as a member of the third and fourth session, and a member of the Standing Committee of the fifth session, of the Chongqing Municipal Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議重慶市委員會) since December 2017. He has been a member of the Standing Committee of the Chongqing Federation of Industry and Commerce* (重慶市工商聯), the vice chairman of the Chongqing General Chamber of Commerce* (重慶市總商會) since 2017. He is currently also the vice chairman of the Chongqing Federation of Industry and Commerce* (重慶市工商聯). In December 2021, Mr. Zhang became the vice chairman of the Entrepreneurs Club of China Enterprise Association* (中企會企業家俱樂部).

Mr. Zhang obtained an executive master of business administration degree from Cheung Kong Graduate School of Business in September 2011. He was employed as an adjunct professor and postgraduate tutor at the School of Economics and Management of Southwest University (西南大學) in October 2020.

Mr. Zhang directly holds approximately 66.89% of the equity interest of Chongqing Huitai Investment Co., Ltd.* (重慶慧泰投資有限公司) (“Huitai”), which directly holds 450,416,901 Domestic Shares. Accordingly, Mr. Zhang is deemed to be interested in the 450,416,901 Domestic Shares held by Huitai. Mr. Zhang also directly holds 2,768,861 Domestic Shares, and holds 585,971 H Shares through the Share Incentive Scheme.

Mr. Zhang Jun, aged 53, he joined the Group in March 2015 and successively served as the general manager of Liaoning Small Loan Company* (遼寧小額再貸款公司)(in preparation) and the deputy general manager of Liaoning Hanhua Capital Management Co., Ltd* (遼寧瀚華資本管理有限公司).

Before joining the Group, Mr. Zhang Jun served as the secretary of the Youth League Committee of Liaoning Financial Workers University* (遼寧省金融職工大學)(subsequently merged with Liaoning Bank School* (遼寧銀行學校) to form Liaoning Finance Vocational College* (遼寧金融職業學院)) from March 1991 to July 1993, served as the deputy general manager and economist of the Chaoyang branch of Industrial and Commercial Bank of China from July 1993 to November 2004, and served as the president and executive director of Chaoyang Jinda Titanium Industry Co., Ltd.* (朝陽金達鈦業股份有限公司) from November 2004 to March 2015.

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS

Mr. Zhang Jun has won the “Meritorious Award”, the “Model Worker Medal”, the “Builder’s Medal” and the “May 1st Laborers Medal” of the Chaoyang Municipal Committee and Municipal Government of Liaoning Province.

Mr. Zhang Jun obtained a master’s degree in business administration from China Europe International Business School in August 2014.

Mr. Cui Weilan, aged 51, joined the Group in June 2006 and successively served in several positions including the chief legal officer, vice president, secretary to the Board and executive president. Mr. Cui has been an executive Director since May 2015 and the president of the Company since March 2016.

Before joining the Group, Mr. Cui was a practicing lawyer of Hebei Jimin Law Firm* (河北濟民律師事務所) from 1999 to 2006, and worked at Hebei Political and Legal Management Cadre College* (河北政法管理幹部學院)(now known as Hebei Political and Legal Vocational College* (河北政法職業學院)) from July 1995 to March 2007.

Mr. Cui obtained his bachelor’s degree in law from the department of politics of Southwest Normal University* (西南師範大學)(currently known as Southwest University) in June 1995. He is also accredited as a practicing solicitor by the Ministry of Justice of the PRC and as an associate professor in law by Hebei Title Reform Leadership Committee Bureau* (河北職稱改革領導小組). He completed the postgraduate program in economic law from Chinese Academy of Social Sciences in September 2003 and obtained a master’s degree in business administration from China Europe International Business School in September 2012.

Mr. Cui directly holds 2,058,742 Domestic Shares, and holds 648,005 H Shares through the Share Incentive Scheme.

NON-EXECUTIVE DIRECTORS

Ms. Liu Jiaoyang, aged 43, has been a non-executive Director of the Company since March 2013. She joined the Group in August 2009 and was a director of Hanhua Financing and Guarantee Co., Ltd.* (瀚華融資擔保股份有限公司) from August 2009 to April 2015. She has been the director of Chongqing Fumin Bank Co., Ltd.* (重慶富民銀行股份有限公司) since August 2016.

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS

Before joining the Group, Ms. Liu served as the general manager of Chongqing Maohua Technology Co., Ltd.* (重慶茂華科技有限公司) from October 2003 to August 2009.

Ms. Liu obtained her bachelor's degree in economics from Saint Petersburg State Polytechnical University in Russia in December 2003, and obtained a master's degree in business administration from Tsinghua University in June 2017. She is currently pursuing a doctorate in business administration at Western College of Business of Southwestern University of Financial and Economics.

Ms. Liu directly holds 441,159 Domestic Shares of the Company.

Ms. Liu Tingrong, aged 47, has been a non-executive Director of the Company since March 2013. She joined the Group in March 2011 and served as a director of Hanhua Financing Guarantee Co., Ltd* from March 2011 to April 2015.

Ms. Wang Fangfei, aged 36, has been a non-executive Director of the Company since March 2013. She joined the Group in November 2010 and held various positions, including the project manager, and chief reviewing manager of the business management section and general management section of Hanhua Financial Guarantee Co., Ltd* until October 2013, and served as a director of Hanhua Financial Guarantee Co., Ltd* from March 2011 to April 2015.

Ms. Wang has been the general manager of Chongqing Boding Aluminum Co., Ltd.* (重慶博鼎鋁業有限公司) since May 2017, the assistant to the executive director of Shunbo Alloy Anhui Co., Ltd.* (順博合金安徽有限公司) since August 2022, and the supervisor of Chongqing Jinshanxia Trading Co., Ltd.* (重慶縉善嘉貿易有限公司) since September 2022.

Ms. Wang obtained her master's degree from Sheffield Hallam University in October 2009, majoring in international business and management. She obtained her junior college degree in business administration from Chongqing University in July 2006.

Ms. Wang directly holds 55% of the equity interest of Chongqing Jiulong Investment Co., Ltd.* (重慶九龍投資有限公司) (“**Chongqing Jiulong**”), which directly holds 231,532,653 Domestic Shares. Accordingly, Ms. Wang Fangfei is deemed to be interested in the 231,532,653 Domestic Shares held by Chongqing Jiulong.

Mr. Feng Yongxiang, aged 52, has been a non-executive Director of the Company since March 2013. He joined the Group in August 2009 and was a non-executive director of Hanhua Guarantee* from August 2009 to April 2015.

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS

Mr. Feng worked for Chongqing Yayu Business and Commerce Development Co. Ltd.* (重慶雅域商貿發展有限公司) as a deputy general manager from May 2005 to January 2010. He worked as the senior relationship manager of the Chongqing branch of China Minsheng Banking Corp., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600016) and the Hong Kong Stock Exchange (Stock Code: 01988), from July 2003 to May 2005. He served as the senior relationship manager of the Chongqing branch of Shanghai Pudong Development Bank Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600000), from March 2000 to July 2003. He worked for Yangjiaping Sub-branch of China Construction Bank Corporation, a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601939) and the Hong Kong Stock Exchange (Stock Code: 0939), from July 1991 to February 2000.

Mr. Liu Bolin, aged 37, has been a non-executive Director of the Company since June 2013. Prior to joining the Group, Mr. Liu has been the general manager and the executive director of Sichuan Hongrun Trading Co., Ltd.* (四川泓潤商貿有限公司), one of the minority shareholders of the Company since March 2013.

Mr. Liu obtained his bachelor's degree in business administration from Shenzhen University in June 2006 and obtained his master's degree in accounting from the State University of New York at Binghamton in December 2008.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cao Ziwei, aged 52, Doctor of Sociology.

Mr. Cao worked at the National Bureau of Statistics in 1992, at the China Banking Regulatory Commission* (中國銀行業監督管理委員會) in 2004, and at the Qianjiang District Government of Chongqing (as an assistant to the district head) in 2010. In 2012, he worked as a member of the party group, secretary of the party committee and deputy director (deputy department level) of the Chongqing Financial Office* (重慶市金融辦). Since 2017, he has served as the strategic vice president of Tianxing Digital Technology (Xiaomi Finance)* (天星數科(小米金融)), director/president of Jiefu Ruitong Co., Ltd.* (捷付睿通股份有限公司), director of Park Dao Credit Information Co., Ltd.* (樸道征信有限公司), and secretary of the party committee of Xiaomi Consumer Finance Company* (小米消費金融公司).

Mr. Cao graduated from Nankai University in July 1992 with a bachelor's degree in sociology, and obtained a doctorate in sociology from the Chinese Academy of Social Sciences in June 2002. Mr. Cao served as a visiting scholar at Nanyang Technological University in Singapore under the Lien Ying Chow Legacy Fellowship programme from 2016 to 2017.

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS

Mr. Li Wei, aged 52, master's degree in economics.

Mr. Li served as the manager of China Chengxin Securities Appraisal Co., Ltd.* (中國誠信證券評估有限公司) from 1995 to 1997, the manager of Cathay Securities Co., Ltd.* (國泰證券有限公司) from 1997 to 2000, and the deputy general manager of Huaxia Securities Co., Ltd.* (華夏證券股份有限公司) from 2000 to 2006. He was the general manager of Shenyin & Wanguo Securities Co., Ltd.* (申銀萬國證券股份有限公司) from 2006 to 2008, and the managing director of China Galaxy Securities Co., Ltd.* (中國銀河證券股份有限公司) since 2008.

Mr. Li obtained a bachelor's degree in economics from Renmin University of China in 1992 and a master's degree in economics from Renmin University of China in 1995.

Mr. Hu Yuntong, aged 40, doctor of law, post-doctorate in law of Southwest University of Political Science and Law, post-doctoral researcher of business administration (auditing) of Southwest University of Finance and Economics, professor and part-time lawyer of Southwest University of Political Science and Law, certified public accountant and fund practitioner.

Mr. Hu was rated as a leading accounting talent in Chongqing (Chongqing Finance Bureau* (重慶市財政局) and the Organization Department of the Chongqing Municipal Committee of the Communist Party of China* (中共重慶市委組織部)). He has served as a member of the Financial and Taxation Committee of Chongqing Lawyer Association* (重慶市律師協會財稅專業委員會), the Chongqing's municipal budget performance evaluation expert, the Chongqing's municipal government procurement evaluation expert, an enforcement expert of Chongqing Ecological Environment Bureau* (重慶市生態環境局), a special expert of Chongqing International Taxation Research Association* (重慶市國際稅收研究會), a director of Chongqing Taxation Society* (重慶市稅務學會), a director of Chongqing Audit Society* (重慶市審計學會), and executive director of Chongqing Law Society Financial and Taxation Law Research Association* (重慶市法學會財稅法學研究會), an executive director of Chongqing Law Society Environmental Resources Law Research Association* (重慶市法學會環境資源法學研究會), and a director of China Law Society Financial and Taxation Law Research Association* (中國法學會財稅法學研究會). He has been an independent director of Chongqing Changjiang Plastic Materials (Group) Co., Ltd.* (重慶長江造型材料(集團)股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 001296), since 2020, an independent director of Jinke Real Estate Group Co., Ltd.* (金科地產集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000656), an independent director of Chongqing Zhixiang Jintai Bio-Pharmaceutical Co., Ltd.* (重慶智翔金泰生物制藥股份有限公司) and an independent director of Chongqing Sifang New Materials Co., Ltd.* (重慶四方新材股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 605122).

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS

Mr. Hu began to teach in the audit department of Southwest University of Political Science and Law in 2011, and he also began to practice law at Chongqing Kunyuan Hengtai Law Firm* (重慶坤源衡泰律師事務所) in 2011.

Mr. Hu received a bachelor's degree in accounting and a master's degree in law from Southwest University of Political Science and Law in 2001 and 2005 respectively, a doctorate in law from Chongqing University in June 2011, and a post-doctorate in law from Southwest University of Political Science and Law in January 2015. In November 2017, he became a postdoctoral researcher in Business Administration (auditing) of Southwestern University of Finance and Economics.

Mr. Xu Hongcai, 58 years old, doctor of economics.

From 2003 to 2010, Mr. Xu successively served as a professor at the School of Finance of Capital University of Economics and Business, director of the Securities and Futures Research Center, an expert member of the Securities Association of China, and an executive director of the Beijing Institute of International Finance. From 2010 to 2019, he successively served as the director of the information department, director of the economic research department, and deputy chief economist of the China Center for International Economic Exchanges. He also served as an independent non-executive director of China Everbright Bank Co., Ltd., a company listed on the Stock Exchange (stock code: 06818) and the Shanghai Stock Exchange (601818), from February 2015 to January 2022; and has served as an independent director of China Life Asset Management Company Limited since December 2020.

Mr. Xu used to be the executive director of the China Society for Policy Science, the deputy director of the Economic Policy Committee, the director of the Economic Research Center of the European and American Students Association of China, the executive vice president of the Study in America Branch, the chief economist of Caijing Toutiao* (財經頭條), and the chief economist of China (Sanya) International Consumer Research Institute* (中國(三亞)國際消費研究院), special economic commentator of CCTV, adjunct professor of University of Chinese Academy of Sciences, Beijing Normal University* (北京師範大學), Central University of Finance and Economics* (中央財經大學), invited senior researcher of China and Globalization Think Tank* (中國與全球化智庫), and expert of All-China Federation of Industry and Commerce think tank* (全國工商聯智庫).

Mr. Xu received a master's degree in philosophy from Renmin University of China in 1993 and a doctor of philosophy in economics from the Chinese Academy of Social Sciences in 1996. He successively went to the University of British Columbia in Canada and the Dominican University in the United States as a visiting scholar.

**APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR THE
FOURTH SESSION OF THE BOARD OF DIRECTORS**

Each of the candidates for the fourth session of the Board of Directors has not entered into nor proposed to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings, with the Company.

As at the Latest Practicable Date, save as disclosed above, each of the above nominated Directors has confirmed that he/she: (i) does not hold any position in the Company or any other subsidiaries of the Company, nor did he/she hold any directorship or positions of supervisor in any other listed companies in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any directors, supervisors, senior management or substantial shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in the shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be disclosed by the Directors proposed to be elected at the First Extraordinary General Meeting in 2022 pursuant to Rule 13.51(2) of the Listing Rules and the Company is not aware of any other matters in relation to their standing for election as Directors that need to be brought to the attention of the Shareholders.

Mr. He Zhonghua, aged 57, he joined the Group in August 2018 and serves as the executive director and president of Beijing Hanhua Industry-Financial Interconnection Industrial Co., Ltd.* (北京瀚華產融互聯實業有限公司), and the executive director and president of Beijing Dingchuang Economic and Trade Development Co., Ltd.* (北京鼎創經貿發展有限公司).

Before joining the Group, Mr. He worked in the Shenyang Office of China Great Wall Asset Management Company* (中國長城資產管理有限公司) from 2000 to 2005, and served as a director, party secretary and deputy director of Liaoning Fangda Group Industrial Co., Ltd.* (遼寧方大集團實業有限公司) from February 2005 to March 2018.

Mr. He obtained a bachelor's degree in accounting from Liaoning University in January 1996 and obtained a master's degree in economics from Dongbei University of Finance and Economics* (東北財經大學) in November 1999.

Mr. He Yu, aged 41, has served as the president of the Company's cloud telecommunications business unit since September 2022. Mr. He joined the Group in August 2009 and successively served as the assistant to the general manager of Sichuan Hanhua Financial Guarantee Co., Ltd.* (四川瀚華融資擔保有限公司), the deputy general manager of the operation management department of Hanhua Financial Guarantee Co., Ltd.* (presiding), Hanhua Financial Guarantee Co., Ltd. Tianjin Branch* (瀚華融資擔保股份有限公司天津分公司), and the general manager of Chongqing Branch of Hanhua Financing Guarantee Co., Ltd.*.

Prior to joining the Group, Mr. He worked at CITIC Guoan Gold Co., Ltd.* (中信國安黃金有限責任公司) from September 2002 to July 2005, and worked as the financial manager of Beijing Maipu Century Technology Co., Ltd. Sichuan Branch* (北京邁普世紀科技有限責任公司四川分公司) from July 2005 to July 2009.

Mr. He obtained a bachelor's degree in financial management from Beijing Technology and Business University in July 2002.

Mr. He directly holds 294,106 Domestic Shares of the 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 People's Republic of China)

(Stock Code: 3903)

**NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING IN 2022**

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting in 2022 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 Sunday, 16 October 2022 at 10:00 a.m., for the following purposes:

ORDINARY RESOLUTIONS

1. The proposal in relation to the election and appointment of directors of the fourth session of the Board of Directors:
 - (a) The proposal in relation to the election and appointment of Mr. Zhang Guoxiang as executive director of the fourth session of the Board of Directors;
 - (b) The proposal in relation to the election and appointment of Mr. Zhang Jun as executive director of the fourth session of the Board of Directors;
 - (c) The proposal in relation to the election and appointment of Mr. Cui Weilan as executive director of the fourth session of the Board of Directors;
 - (d) The proposal in relation to the election and appointment of Ms. Liu Jiaoyang as non-executive director of the fourth session of the Board of Directors;
 - (e) The proposal in relation to the election and appointment of Ms. Liu Tingrong as non-executive director of the fourth session of the Board of Directors;
 - (f) The proposal in relation to the election and appointment of Ms. Wang Fangfei as non-executive director of the fourth session of the Board of Directors;
 - (g) The proposal in relation to the election and appointment of Mr. Feng Yongxiang as non-executive director of the fourth session of the Board of Directors;

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022

- (h) The proposal in relation to the election and appointment of Mr. Liu Bolin as non-executive director of the fourth session of the Board of Directors;
 - (i) The proposal in relation to the election and appointment of Mr. Cao Ziwei as independent non-executive director of the fourth session of the Board of Directors;
 - (j) The proposal in relation to the election and appointment of Mr. Li Wei as independent non-executive director of the fourth session of the Board of Directors;
 - (k) The proposal in relation to the election and appointment of Mr. Hu Yuntong as independent non-executive director of the fourth session of the Board of Directors; and
 - (l) The proposal in relation to the election and appointment of Mr. Xu Hongcai as independent non-executive director of the fourth session of the Board of Directors.
- 2. The proposal in relation to the remuneration of directors of the fourth session of the Board of Directors.
 - 3. The proposal in relation to the election and appointment of non-employee representative supervisors of the fourth session of the Board of Supervisors:
 - (a) The proposal in relation to the election and appointment of Mr. He Zhonghua as non-employee representative supervisor of the fourth session of the Board of Supervisors; and
 - (b) The proposal in relation to the election and appointment of Mr. He Yu as non-employee representative supervisor of the fourth session of the Board of Supervisors.
 - 4. The proposal in relation to the remuneration of supervisors of the fourth session of the Board of Supervisors.

SPECIAL RESOLUTION

- 5. The proposal in relation to the amendment of the Articles of Association.

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

Chongqing, the PRC, 29 September 2022

* For identification purpose only

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022

Notes:

1. Pursuant to the Company's announcement dated 30 August 2022, in order to determine the list of shareholders who are entitled to attend the First Extraordinary General Meeting in 2022, the register of members of the Company has been closed starting from Friday, 16 September 2022 until Sunday, 16 October 2022 (both days inclusive), during which no transfer of shares will be effected. To be eligible to attend and vote at the First Extraordinary General Meeting in 2022, all transfer documents should have been 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 Thursday, 15 September 2022.
2. A shareholder entitled to attend and vote at the First Extraordinary General Meeting in 2022 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 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 First Extraordinary General Meeting in 2022 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 First Extraordinary General Meeting in 2022 or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the First Extraordinary General Meeting in 2022 or any adjournment thereof and voting in person.
5. The First Extraordinary General Meeting in 2022 is expected to last for less than half a day. Shareholders (in person or by proxy) attending the First Extraordinary General Meeting in 2022 are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the First Extraordinary General Meeting in 2022 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.
7. Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the circular of the Company dated 29 September 2022. References to times and dates in this notice are to Hong Kong local times and dates.