

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated 28 February, 2014 (the “**Prospectus**”) issued by Hanhua Financial Holding Co., Ltd. (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the H Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The H Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. Any offering of securities to be made in the United States will be made by means of an offering memorandum that may be obtained from the issuer and that will contain detailed information about the Company and management, as well as financial statements.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



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)

GLOBAL OFFERING

- Number of Offer Shares : 988,000,000 H Shares (subject to the Over-allotment Option)**
- Number of International Offer Shares : 889,200,000 H Shares (subject to adjustment and the Over-allotment Option)**
- Number of Hong Kong Offer Shares : 98,800,000 H Shares (subject to adjustment)**
- Maximum Offer Price : HK\$2.88 per H Share,
plus brokerage fee of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%
(payable in full on application in Hong Kong dollars and subject to refund on final pricing)**
- Nominal Value : RMB1.00 per H Share**
- Stock Code : 3903**

Joint Sponsors



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



* For identification purpose only

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Offer Shares to be issued as described in the Prospectus (including the International Offer Shares to be issued pursuant to the Global Offering and any H Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 13 March, 2014. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.hanhua.com and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of 98,800,000 H Shares (subject to adjustment), and the International Offering of initially 889,200,000 H Shares (subject to adjustment). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or any other date as HKSCC chooses. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.88 per Offer Share and is currently expected to be not less than HK\$2.28 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.88 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.88 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the WHITE or YELLOW Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 February, 2014, until 12:00 noon on Thursday, 6 March, 2014 from:

1. any of the following offices of the Hong Kong Underwriters:

China International Capital Corporation Hong Kong Securities Limited

29/F, One International Finance Centre
1 Harbour View Street
Central
Hong Kong

China Galaxy International Securities (Hong Kong) Co., Limited

Unit 3501-3507, 35/F,
COSCO Tower, Grand Millennium Plaza
183 Queen's Road Central
Sheung Wan
Hong Kong

Credit Suisse (Hong Kong) Limited

Level 88 International Commerce Centre
One Austin Road West, Kowloon,
Hong Kong

ICBC International Securities Limited

37/F, ICBC Tower
3 Garden Road
Hong Kong

Haitong International Securities Company Limited

22/F, Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

First Shanghai Securities Limited

19/F, Wing On House,
71 Des Voeux Road Central,
Hong Kong

Convoy Investment Services Limited

24C, @Convoy,
169 Electric Road, North Point,
Hong Kong

Fulbright Securities Limited

25-26/F, LHT Tower,
31 Queen's Road Central,
Hong Kong

2. any of the following branches of the receiving banks for the Hong Kong Public Offering:

Bank of China (Hong Kong) Limited

	Branch Name	Branch Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	North Point (King's Centre) Branch	193-209 King's Road, North Point
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
Kowloon	Humphrey's Avenue Branch	4-4A Humphrey's Avenue, Tsim Sha Tsui
	Wong Tai Sin Branch	Shop G13, Wong Tai Sin Plaza, Wong Tai Sin
	Tseung Kwan O Plaza Branch	Shop 112-125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O
New Territories	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II
	Citywalk Branch	Shop 65, G/F, Citywalk, 1 Yeung Uk Road Tsuen Wan

Wing Lung Bank Limited

	Branch Name	Branch Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
Kowloon	Lam Tin Sceneway Plaza Branch	Shop 59 3/F, Sceneway Plaza 8 Sceneway Road Lam Tin
	Sham Shui Po Branch	111 Tai Po Road
	Mong Kok Branch	B/F Wing Lung Bank Centre 636 Nathan Road
New Territories	Shatin Plaza Branch	21 Shatin Centre Street
	Sheung Shui Branch	128 San Fung Avenue

China Construction Bank (Asia) Corporation Limited

	Branch Name	Branch Address
Hong Kong Island	Wanchai Hennessy Road Branch	139 Hennessy Road, Wanchai
	Causeway Bay Plaza Branch	G/F, Causeway Bay Plaza 1 Causeway Bay
Kowloon	Mei Foo Branch	Shop N46, G/F Mei Foo Sun Chuen Stage 6

Bank of Communications Co., Ltd. Hong Kong Branch

	Branch Name	Branch Address
Hong Kong Island	Quarry Bay Sub-Branch	G/F., 981 C King's Road Quarry Bay
	Wanchai Sub-Branch	G/F., 32-34 Johnston Road
Kowloon	Kwun Tong Sub-Branch	Shop A, G/F., Hong Ning Court 55 Hong Ning Road Kwun Tong
	Mongkok Sub-Branch	Shops A & B, G/F. Hua Chiao Commercial Centre 678 Nathan Road
	Tsim Sha Tsui Sub-Branch	Shop 1-3, G/F. 22-28 Mody Road Tsimshatsui
New Territories	Shatin Sub-Branch	Shop No.193 Level 3, Lucky Plaza Shatin

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 February, 2014 until 12:00 noon on Thursday, 6 March, 2014 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited – Hanhua Financial Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above on such dates and during such time as specified in the Application Forms:

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO Service** at www.eipo.com.hk from 9:00 a.m. on Friday, 28 February, 2014 until 11:30 a.m. on Thursday, 6 March, 2014 or such later time as described in the section “How to Apply for the Hong Kong Offer Shares – X. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 28 February, 2014 until 12:00 noon on Thursday, 6 March, 2014.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and (iv) on our website www.hanhua.com on or before Wednesday, 12 March, 2014. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, 12 March, 2014 as described in the section “How to Apply for the Hong Kong Offer Shares – XI. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Thursday, 13 March, 2014 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 13 March, 2014. The H Shares will be traded in board lots of 1,000 H Shares each. The stock code of the H Shares is 3903.

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

Friday, 28 February 2014

As at the date of this announcement, the Board of Directors of the Company comprises Zhang Guoxiang and Lin Feng, as executive Directors; Tu Jianhua, Duan Xiaohua, Liu Jiaoyang, Liu Tingrong, Wang Fangfei, Feng Yongxiang, Zhou Xinyu and Liu Bolin, as non-executive Directors; Bai Qinxian, Deng Zhaoyu, Qian Shizheng, Ng Leung Sing and Yuan Xiaobin, as independent non-executive Directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).