
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 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 and reply slip 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.



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)

**PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION
AND
THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014**

The notice convening the Third Extraordinary General Meeting in 2014 of the Company to be held at 3/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the PRC on Monday, 13 October 2014 at 10:30 a.m., is set out on pages 6 to 7 of this circular. A reply slip and a proxy form for use in connection with the Third Extraordinary General Meeting in 2014 are enclosed herewith and are published on the Stock Exchange's website www.hkexnews.hk.

If you intend to appoint a proxy to attend the Third Extraordinary General Meeting in 2014, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the proxy form should be returned to the Company's head office in the PRC in person or by post in any event not less than 24 hours before the time fixed for holding the Third Extraordinary General Meeting in 2014 or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Third Extraordinary General Meeting in 2014 or at any adjourned meeting thereof.

If you intend to attend the Third Extraordinary General Meeting in 2014 in person or by proxy, you are required to complete and return the reply slip to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or (for holders of Domestic Shares) to the Company's head office in the PRC on or before Monday, 22 September 2014.

* *For identification purpose only*

CONTENTS

| | <i>Page</i> |
|---------------------------------------------------------------------------------------------------------------------------------------|-------------|
| DEFINITIONS | 1 |
| LETTER FROM THE BOARD | 3 |
| CONFIRMATION OF THE NUMBER OF H SHARES LISTED, THE AMOUNT OF REGISTERED CAPITAL AND AMENDMENTS OF ARTICLES OF ASSOCIATION | 4 |
| THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014 | 4 |
| VOTE BY WAY OF POLL AT THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014 | 5 |
| RECOMMENDATION | 5 |
| NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014 | 6 |

DEFINITIONS

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

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|---------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemented |
| “Board” or “Board of Directors” | the board of directors of the Company |
| “Company” | Hanhua Financial Holding Co., Ltd. (瀚華金控股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Stock Exchange |
| “Director(s)” | director(s) of the Company |
| “Domestic Share(s)” | shares which are subscribed for and/or credited as paid up in Renminbi by PRC nationals and/or PRC entities |
| “Global Offering” | the Hong Kong Public Offering and the International Offering |
| “H Share(s)” | overseas-listed foreign Shares which are listed on the Stock Exchange and subscribed for and traded in Hong Kong Dollars |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Public Offering” | the offering by our Company of initially 115,000,000 H Shares for subscription by the public in Hong Kong |
| “International Offering” | the offer for subscription of initially 1,035,000,000 H Shares to institutional, professional, corporate and other investors, subject to, among others, the Over-allotment Option |
| “Listing of H Share(s)” | listing of the H Shares of the Company on the Main Board of the Stock Exchange on 19 June 2014 |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Over-allotment Option” | the option granted by the Company to require the Company to issue up to an aggregate of 80,000,000 additional H Shares |

DEFINITIONS

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|-----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “PRC” or “China” | the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau and Taiwan |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of the PRC |
| “Third Extraordinary General Meeting in 2014” | the Third Extraordinary General Meeting to be held at 3/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the PRC on Monday, 13 October 2014 at 10:30 a.m. |
| “Share(s)” | ordinary shares in the capital of the Company with a nominal value of RMB1.00 each |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

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 of the Board*)
Mr. Lin Feng

Non-executive Directors:

Mr. Tu Jianhua
Mr. Duan Xiaohua
Ms. Liu Jiaoyang
Ms. Liu Tingrong
Ms. Wang Fangfei
Mr. Feng Yongxiang
Mr. Zhou Xinyu
Mr. Liu Bolin

Independent Non-executive Directors:

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

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION
AND
THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014**

INTRODUCTION

The Company will propose (among other matters) at the Third Extraordinary General Meeting in 2014 the amendments of Articles of Association.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to issue to you the notice of the Third Extraordinary General Meeting in 2014 and provide all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above-mentioned proposal at the Third Extraordinary General Meeting in 2014.

CONFIRMATION OF THE NUMBER OF H SHARES LISTED, THE AMOUNT OF REGISTERED CAPITAL AND AMENDMENTS OF ARTICLES OF ASSOCIATION

Pursuant to the request made by Chongqing Administration for Industry and Commerce of the PRC at the registration place of the Company on the filing of the articles of association, the Board proposed at the Board meeting held on 24 August 2014 that the Third Extraordinary General Meeting in 2014 be held to confirm the number of H Shares listed, the amount of registered capital and amendments of Articles of Association by way of special resolutions. It includes (among other matters) the conditions for the amended Articles of Association to be effective and to exclude Working Rules of the General Meeting of Shareholders, the Working Rules of Meeting of the Board of Directors and the Working Rules of Meeting of the Board of Supervisors from the appendixes of the Articles of Association^(Note).

At the time of the Global Offering, the number of H Shares set out in the Articles of Association took into account the number of H Shares to be offered in the Global Offering, which includes the H Shares to be issued upon the exercise of the Over-allotment Option on the basis that the Over-allotment Option will be exercised in full. Following the completion of the Global Offering, which includes the partial exercise of the Over-allotment Option, the Company proposes to update the Articles of Association to reflect the exact number of the H Shares issued by the Company.

The full text of abovementioned special resolutions for the confirmation of the number of H Shares listed, the amount of registered capital and the proposed amendments of Articles of Association is set out on the Notice of the Third Extraordinary General Meeting in 2014 on pages 6 to 7 of this circular.

Note: The Working Rules which are resolved on the Company's general meeting of Shareholders will also be effective although they are not appendixes of the Articles of Association.

THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014

The notice convening the Third Extraordinary General Meeting in 2014 of the Company to be held at 3/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the PRC on Monday, 13 October 2014 at 10:30 a.m., is set out on pages 6 to 7 of this circular.

Enclosed with this circular are the reply slip and the proxy form of the extraordinary general meeting. Whether or not you intend to attend the extraordinary general meeting, please return the proxy form as soon as practicable and in any event no later than 12 October 2014 to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's head office in the PRC at 1/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the PRC (for holders of Domestic Shares).

LETTER FROM THE BOARD

In order to determine the list of Shareholders who are entitled to attend the Third Extraordinary General Meeting in 2014, the register of members of the Company will be closed from Saturday, 13 September 2014 to Monday, 13 October 2014 (both days inclusive), during which no transfer of Shares will be effected. To be eligible to attend and vote at the Third Extraordinary General Meeting in 2014, 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 head office in the PRC at 1/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Friday, 12 September 2014.

VOTE BY WAY OF POLL AT THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014

All resolutions at the Third Extraordinary General Meeting in 2014 will be taken by way of a poll.

RECOMMENDATION

The Directors (including non-executive Directors) believes that the abovementioned special resolutions are in the best interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend all the Shareholders to vote for the special resolutions set out in the Notice of the Third Extraordinary General Meeting in 2014 at the Third Extraordinary General Meeting in 2014.

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

28 August 2014



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)

THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014

NOTICE IS HEREBY GIVEN that The Third Extraordinary General Meeting in 2014 of **Hanhua Financial Holding Co., Ltd.** (the “Company”) will be held at 3/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the People’s Republic of China (the “PRC”) on Monday, 13 October 2014 at 10:30 a.m., for the following purposes:

SPECIAL RESOLUTIONS

1. To confirm the final number (including over-allotment option partially exercised) of H shares of RMB1.00 each issued to offshore investors through the listing and the initial public offering of the Company’s H shares as 1,170,000,000 shares; the Company’s registered capital increased to RMB4,600,000,000 from RMB3,430,000,000; and the type of the Company changes to listed company from unlisted company.
2. To consider and approve the amendments to the Company’s articles of association (the “Articles of Association”) as follows:
 - (a) Original Article 7 of the Articles of Association:

This Articles of Association have been adopted by the General Meeting of Shareholders of the Company through a special resolution, and shall take effect as of the date on which the overseas listed foreign shares of the Company are listed for trading at the Hong Kong Exchanges and Clearing Limited (hereafter referred to as the “HKEX”), and supersede the former Articles of Association registered with the industry & commerce administration authority.

Proposed to be amended as:

This Articles of Association have been adopted by the General Meeting of Shareholders of the Company through a special resolution and supersede the former Articles of Association registered and filed with the industry & commerce administration authority.

* For identification purpose only

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING IN 2014

(b) Article 258 of the former Articles of Association to be deleted.

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

Chongqing, the PRC

28 August 2014

Notes:

1. The Third Extraordinary General Meeting in 2014 will be held by registered ballot.
2. In order to determine the list of shareholders who are entitled to attend the Third Extraordinary General Meeting in 2014, the register of members of the Company will be closed from Saturday, 13 September 2014 to Monday, 13 October 2014 (both days inclusive), during which no transfer of Shares will be effected. To be eligible to attend and vote at the Third Extraordinary General Meeting in 2014, 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 head office in the PRC at 1/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the PRC (for holders of domestic shares) not later than 4:30 p.m. on Friday, 12 September, 2014.
3. A shareholder entitled to attend and vote at the Third Extraordinary General Meeting in 2014 may appoint one or more proxies to attend and vote at the same on his or her behalf. A proxy need not to be a shareholder of the Company.
4. 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).
5. Shareholders who intend to attend the Third Extraordinary General Meeting of Shareholders in 2014 by proxy should complete the proxy form. For holders of H shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M 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 head office in the PRC at 1/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the PRC, in person or by post not less than 24 hours before the time fixed for holding the Third Extraordinary General Meeting in 2014 or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the Third Extraordinary General Meeting in 2014 or any adjournment thereof and voting in person.
6. Shareholders who intend to attend the Third Extraordinary General Meeting in 2014 in person or by proxy should return the reply slip (for holders of H shares) to the Computershare Hong Kong Investor Services Limited or on or the Company's head office in the PRC (for holders of domestic shares) on or before Monday, 22 September 2014.
7. The Third Extraordinary General Meeting in 2014 is expected to last for half a day. Shareholders (in person or by proxy) attending this general meeting of shareholders are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending this general meeting of shareholders shall present their identity certifications.
8. In case of joint shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.