

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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

(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.

As at the date of this announcement, the executive directors of the Company are Mr. ZHANG Guoxiang and Mr. LIN Feng; the non-executive directors of the Company are Mr. TU Jianhua, Mr. DUAN Xiaohua, Ms. LIU Jiaoyang, Ms. LIU Tingrong, Ms. WANG Fangfei, Mr. FENG Yongxiang, Mr. ZHOU Xinyu and Mr. LIU Bolin; and the independent non-executive directors of the Company are Mr. BAI Qinxian, Mr. DENG Zhaoyu, Mr. QIAN Shizheng, Mr. NG Leung Sing and Mr. YUAN Xiaobin.