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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.

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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)

**PROPOSED ISSUE OF DOMESTIC CORPORATE BONDS IN THE PRC
AND
NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2014**

The notice convening the Fourth 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 8 December 2014 at 10:00 a.m., is set out on pages 8 to 11 of this circular. A reply slip and a proxy form for use in connection with the Fourth 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 Fourth 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 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, 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 in any event not less than 24 hours before the time fixed for holding the Fourth Extraordinary General Meeting in 2014 or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Fourth Extraordinary General Meeting in 2014 or any adjourned meeting thereof should you so wish.

Shareholders who intend to attend the Fourth Extraordinary General Meeting in 2014 in person or by proxy should complete and return the reply slip to (for holders of H Shares) the H Shares registrar and transfer office of the Company, 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, 17 November 2014 in accordance with the instructions printed thereon.

* *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:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented;
“Board”	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 and traded on the Main Board of the Stock Exchange;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	director(s) of the Company;
“Domestic Corporate Bonds”	the domestic corporate bonds in an aggregate principal amount of not exceeding RMB3 billion proposed to be issued by the Company in the PRC;
“Domestic Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or entities incorporated in the PRC;
“Fourth Extraordinary General Meeting in 2014”	the extraordinary general meeting of the Company to be held on 8 December 2014 to approve the issue of the Domestic Corporate Bonds and authorize the Board to handle the matters in relation to the issue of the Domestic Corporate Bonds;
“H Share(s)”	ordinary shares 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;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	the Domestic Share(s) and H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company; and
“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 ISSUE OF DOMESTIC CORPORATE BONDS IN THE PRC
AND
NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2014**

I. INTRODUCTION

Reference is made to the announcement of the Company published on 21 October 2014, in which the Board has announced the proposed issue of the Domestic Corporate Bonds in the PRC by the Company. This circular is to provide you with information regarding the proposed issue of the Domestic Corporate Bonds to allow you to make an informed decision in respect of the resolutions to be proposed at the Fourth Extraordinary General Meeting in 2014.

* *For identification purpose only*

LETTER FROM THE BOARD

II. PROPOSED ISSUE OF DOMESTIC CORPORATE BONDS IN THE PRC

1. Background

The Board proposed to issue the Domestic Corporate Bonds in an aggregate principal amount of not exceeding RMB3 billion in the PRC. The Company intends to apply the proceeds from the issue of the Domestic Corporate Bonds to provide entrusted loans to the subsidiaries, repay borrowings from financial institutions and replenish the working capital of the Company.

According to article 61 and article 93 of the Articles of Association, the proposed issue of the Domestic Corporate Bonds requires approval of the Shareholders by special resolution. The Company proposes to convene the Fourth Extraordinary General Meeting in 2014 to approve the proposed issue of the Domestic Corporate Bonds.

The proposed issue of the Domestic Corporate Bonds also requires approval from the CSRC. Issue of the Domestic Corporate Bonds will depend on the timing of the CSRC's approval and the conditions of the bonds market in the PRC.

2. Details of the Domestic Corporate Bonds

Particulars of the Domestic Corporate Bonds proposed to be issued are as follows:

- | | | |
|--|---|---|
| (a) Issuer | : | Hanhua Financial Holding Co., Ltd.* |
| (b) Place of issue | : | the People's Republic of China |
| (c) Issue size | : | not exceeding RMB3 billion in aggregate, which may be issued in one or multiple tranches |
| (d) Arrangement on placement to the Shareholders | : | the Domestic Corporate Bonds to be publicly issued will not be placed to the existing Shareholders |
| (e) Maturity | : | not exceeding a period of 10 years |
| (f) Coupon rate and determination mechanism | : | the coupon rate and coupon payout schedule will be determined by the Company and the sponsor/lead underwriter according to the market conditions |
| (g) Use of proceeds | : | the proceeds raised from the issue of the Domestic Corporate Bonds, after deduction of issue expenses, are intended to be used to provide entrusted loans to the subsidiaries of the Company, repay borrowings from financial institutions and replenish the working capital of the Company |
| (h) Guarantee arrangement | : | whether to create guarantee and/or deal with the relevant guarantee matters of the issue is subject to the specific circumstances |

* For identification purpose only

LETTER FROM THE BOARD

- (i) Intended place for listing and trading : subject to the satisfaction of the relevant listing requirements, the Company will apply for the listing of the Domestic Corporate Bonds on a domestic stock exchange as approved by the regulatory authorities. Subject to the approval from the regulatory authorities, the Domestic Corporate Bonds can also be listed and traded on other stock exchanges as permitted by the applicable laws

- (j) Protection measures for repayment : the following protection measures, at a minimum, will be taken in the event the Company expects it to be unable to repay the principal and interests of the corporate bonds or is unable to repay the same as and when they fall due: (1) cease to distribute profits to the Shareholders; (2) suspend the implementation of projects which involve capital expenditures such as significant external investments, mergers and acquisitions, etc; (3) reduce or suspend the payment of salaries and bonus to the directors and the senior management of the Company; (4) disallow any job transfer of the key responsible personnel.

- (k) Validity of the resolution : valid for 24 months from the date of the approval of the proposed issue of the Domestic Corporate Bonds from the CSRC, subject to the passing of the relevant resolution at the extraordinary general meeting.

3. Authorization to handle the matters in relation to the issue of the Domestic Corporate Bonds

To ensure the proper issue of the Domestic Corporate Bonds, it is proposed that a special resolution be passed by the Shareholders at the EGM to authorize Mr. Zhang Guoxiang or Mr. Wang Dayong or such persons as may be authorized by any one of them, to deal with, at his/their sole discretion, all matters in connection with the public issue of the Domestic Corporate Bonds in accordance with the relevant laws and regulations as well as the advice and recommendations from regulatory authorities, within the framework and under the principles approved at the general meeting, in order to maximise the interest of the Company, including but not limited to:

- i. to the extent as permitted by the relevant laws, regulations and normative documents in the PRC, and based on the actual conditions of the Company and the specific market conditions, to determine the specific issue plan of the issue of the Domestic Corporate Bonds and to revise and adjust the terms of issue in connection with the issue of the Domestic Corporate Bonds, including but not limited to the specific issue size, maturity, coupon rate or its determination mechanism, issue price, issue method, issue targets, timing of issue, whether to issue in multiple tranches and

LETTER FROM THE BOARD

- number of tranches, whether to include repurchase and redemption clauses, guarantee arrangement, credit rating arrangement, principal repayment and interest payment terms and manners, venue of listing and all other matters in connection with the terms of issue;
- ii. to determine and engage the intermediaries for the issue of the Domestic Corporate Bonds;
 - iii. to determine and engage bond trustee, execute bond trust management agreement and to formulate meeting rules for the bondholders;
 - iv. to execute all legal documents in connection with the issue of the Domestic Corporate Bonds;
 - v. to make corresponding adjustments to the relevant matters regarding the public issue of the Domestic Corporate Bonds in accordance with the opinion of the regulatory authorities, change in policies or change in market conditions or to determine whether to continue to proceed with the issue of the Domestic Corporate Bonds according to actual situations, save for matters that are subject to re-voting at the general meeting pursuant to the relevant laws, regulations and the Articles of Association;
 - vi. to handle the reporting, issue and listing matters of the public issue of the Domestic Corporate Bonds;
 - vii. to handle other matters related to the public issue of the Domestic Corporate Bonds.

III. REASONS FOR THE PROPOSED ISSUE OF DOMESTIC CORPORATE BONDS

The proposed issue of the Domestic Corporate Bonds is to enable the Company to raise funds. The Company intends to apply the proceeds from the issue of the Domestic Corporate Bonds, after deduction of issue expenses, to provide entrusted loans to the subsidiaries of the Company, repay borrowings from financial institutions, replenish the working capital of the Company, which improve the capital structure of the Company.

IV. RECOMMENDATION

The Directors consider that the proposed issue of the Domestic Corporate Bonds is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions set out in the notice of the Fourth Extraordinary General Meeting in 2014.

The proposed issue of the Domestic Corporate Bonds is subject to, among other things, the approval of the Shareholders at the Fourth Extraordinary General Meeting in 2014, the approval by the CSRC and market conditions and may or may not materialize. Shareholders and the public are advised to exercise cautions when dealing in the Shares.

LETTER FROM THE BOARD

V. THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2014

The Fourth Extraordinary General Meeting in 2014 will be convened to approve the proposed issue of the Domestic Corporate Bonds by special resolutions. The notice for convening the Fourth Extraordinary General Meeting in 2014 to be held at 3/F, A Building, No. 2 Fortune Tower, No. 15 Caifu Avenue, New North Zone, Chongqing, the PRC on 8 December 2014 at 10:00 a.m., is set out on pages 8 to 11 of this circular.

According to Rule 13.39(4) of the Listing Rules, the voting on all the resolutions at the Fourth Extraordinary General Meeting in 2014 will be taken by way of poll.

No Shareholder is interested in the proposed issue of the Domestic Corporate Bonds. Accordingly, no Shareholder is required to abstain from voting for the resolutions proposed at the Fourth Extraordinary General Meeting in 2014.

VI. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 8 November 2014 to Monday, 8 December 2014 (both days inclusive) in accordance with the Articles of Association. To be eligible to attend and vote at the Fourth Extraordinary General Meeting in 2014, holders of H Shares whose transfers have not been registered must deposit their transfer documents together with the relevant share certificates at the Company's H Share registrar in Hong Kong, 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, 7 November 2014.

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. 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.

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

23 October 2014

NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 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)

NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2014

NOTICE IS HEREBY GIVEN that The Fourth 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, 8 December 2014 at 10:00 a.m., for the following purposes:

SPECIAL RESOLUTIONS

1. To approve the following proposed arrangements of the domestic corporate bonds (the "Domestic Corporate Bonds") to be issued in the PRC (subject to the approval from the China Securities Regulatory Commission and the conditions of the bonds market in the PRC)
 - (a) Issuer : Hanhua Financial Holding Co., Ltd.*
 - (b) Place of issue : the People's Republic of China
 - (c) Issue size : not exceeding RMB3 billion in aggregate, which may be issued in one or multiple tranches
 - (d) Arrangement on placement to the Shareholders : the Domestic Corporate Bonds to be publicly issued will not be placed to the existing Shareholders
 - (e) Maturity : not exceeding a period of 10 years
 - (f) Coupon rate : the coupon rate and coupon payout schedule will be determined by the Company and the sponsor/lead underwriter according to the market conditions
 - (g) Use of proceeds : the proceeds raised from the issue of the Domestic Corporate Bonds, after deduction of issue expenses, are intended to be used to provide entrusted loans to the subsidiaries of the Company, repay borrowings from financial institutions and replenish the working capital of the Company

* For identification purpose only

NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2014

- (h) Guarantee arrangement : whether to create guarantee and/or deal with the relevant guarantee matters of the issue is subject to the specific circumstances
 - (i) Intended place for listing and trading : Subject to the satisfaction of the relevant listing requirements, the Company will apply for the listing of the Domestic Corporate Bonds on a domestic stock exchange as approved by the regulatory authorities. Subject to the approval from the regulatory authorities, the Domestic Corporate Bonds can also be listed and traded on other stock exchanges as permitted by the applicable laws
 - (j) Protection measures for repayment : the following protection measures, at a minimum, will be taken in the event the Company expects it to be unable to repay the principal and interests of the corporate bonds or is unable to repay the same as and when they fall due: (1) cease to distribute profits to the Shareholders; (2) suspend the implementation of projects which involve capital expenditures such as significant external investments, mergers and acquisitions, etc; (3) reduce or suspend the payment of salaries and bonus to the directors and the senior management of the Company; (4) disallow any job transfer of the key responsible personnel.
 - (k) Validity of the resolution : valid for 24 months from the date of the approval of the proposed issue of the Domestic Corporate Bonds from the CSRC, subject to the passing of the relevant resolution at the extraordinary general meeting.
2. To authorize Mr. Zhang Guoxiang or Mr. Wang Dayong or such persons as may be authorized by any one of them, to deal with, at his/their sole discretion, all matters in connection with the public issue of the Domestic Corporate Bonds in accordance with the relevant laws and regulations as well as the advice and recommendations from regulatory authorities, within the framework and under the principles approved at the general meeting, in order to maximise the interest of the Company, including but not limited to:
- i. to the extent as permitted by the relevant laws, regulations and normative documents in the PRC, and based on the actual conditions of the Company and the specific market conditions, to determine the specific issue plan of the issue of the Domestic Corporate Bonds and to revise and adjust the terms of issue in

NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2014

- connection with the issue of the Domestic Corporate Bonds, including but not limited to the specific issue size, maturity, coupon rate or its determination mechanism, issue price, issue method, issue targets, timing of issue, whether to issue in multiple tranches and number of tranches, whether to include repurchase and redemption clauses, guarantee arrangement, credit rating arrangement, principal repayment and interest payment terms and manners, venue of listing and all other matters in connection with the terms of issue;
- ii. to determine and engage the intermediaries for the issue of the Domestic Corporate Bonds;
 - iii. to determine and engage bond trustee, execute bond trust management agreement and to formulate meeting rules for the bondholders;
 - iv. to execute all legal documents in connection with the issue of the Domestic Corporate Bonds;
 - v. to make corresponding adjustments to the relevant matters regarding the public issue of the Domestic Corporate Bonds in accordance with the opinion of the regulatory authorities, change in policies or change in market conditions or to determine whether to continue to proceed with the issue of the Domestic Corporate Bonds according to actual situations, save for matters that are subject to re-voting at the general meeting pursuant to the relevant laws, regulations and the Articles of Association;
 - vi. to handle the reporting, issue and listing matters of the public issue of the Domestic Corporate Bonds; and
 - vii. to handle other matters related to the public issue of the Domestic Corporate Bonds.

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

Chongqing, the PRC, 23 October 2014

Notes:

1. The Fourth 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 Fourth Extraordinary General Meeting in 2014, the register of members of the Company will be closed from Saturday, 8 November 2014 to Monday, 8 December 2014 (both days inclusive), during which no transfer of Shares will be effected. To be eligible to attend and vote at the Fourth Extraordinary General Meeting in 2014, all transfer documents together with the relevant share certificates must be lodged with the Company's H share registrar,

NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2014

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, 7 November, 2014.

3. A shareholder entitled to attend and vote at the Fourth 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 Fourth 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 Fourth Extraordinary General Meeting in 2014 or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the Fourth Extraordinary General Meeting in 2014 or any adjournment thereof and voting in person.
6. Shareholders who intend to attend the Fourth 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, 17 November 2014.
7. The Fourth 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.