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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)

SUPPLEMENTAL NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2014

Reference is made to the notice of the fourth extraordinary general meeting (the “**EGM**”) of 2014 (the “**Original Notice of EGM**”) of Hanhua Financial Holding Co., Ltd. (the “**Company**”) dated 23 October 2014. The EGM 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.

In accordance with the provisions of the Company Law of PRC and the Articles of Association of the Company, the Board of the Company initiated an extempore proposal, (i) proposing a change to the issue size of the original special resolution No. 1(c) and the validity conditions of the original special resolution No. 1(k) on the issue of the Domestic Corporate Bonds in the PRC, and (ii) adding a special resolution at the EGM to amend article 136 of the Articles of Association of the Company.

AMENDMENTS TO THE ORIGINAL SPECIAL RESOLUTIONS NO. 1(C) AND NO. 1(K)

The eighteenth meeting of the first session of the Board of the Company was held on 21 October 2014, which considered and passed the “Resolution on the Public Issue of Corporate Bonds by Hanhua Financial Holding Co., Ltd.” The issue size will not exceed RMB3 billion in aggregate and the validity of the resolution will be 24 months from the date of passing at the general meeting and the approval from the CSRC for the issue of Corporate Bonds. In accordance with the requirements of the recent review by the CSRC on the issue of Corporate Bonds, the Board hereby makes amendments related to the issue size and the validity of the resolution on Corporate Bonds (i.e. special resolutions No. 1(c) and No. 1(k) of the fourth EGM in 2014) as contained in the Original Notice of EGM.

The original special resolution No. 1(c):

“1.(c) Issue size : not exceeding RMB3 billion in aggregate, which may be issued in one or multiple tranches.”

be amended as:

“1.(c) Issue size : not exceeding RMB2.9 billion in aggregate, which may be issued in one or multiple tranches.”

The original special resolution No. 1(k):

“1.(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.”

be amended as:

“1.(k) Validity of the resolution : valid for 12 months from the date of passing of the relevant resolution at the extraordinary general meeting.”

ADDITIONAL SPECIAL RESOLUTION

Other than the resolutions contained in the Original Notice of EGM, the following special resolution is proposed to be added at the EGM:

3. To consider and approve the amendments to the Articles of Association of the Company

Originally read as:

“**Article 136** the Board may set up special committees, including the Audit Committee, the Strategic Investment Committee, Nomination and Remuneration Committee and Risk Management Committee etc., to assist the Board on performing its functions and powers, or to advise or consult on decisions of the Board under the leadership of the Board. The composition and rules of procedure of the committees shall be formulated by the Board separately.”

Proposed to be amended as:

“**Article 136** the Board may set up special committees, including the Audit Committee, the Strategic Investment Committee, Nomination and Remuneration Committee and Risk Management Committee etc., to assist the Board on performing its functions and powers, or to advise or consult on decisions of the Board under the leadership of the Board. The composition and rules of procedure of the committees shall be formulated by the Board separately.

The Board may establish a special committee constituted by more than half of the directors and authorize the special committee to review and vote in respect of the transactions relating to daily operations on which the Board is vested with the right to make final decisions, and matters on which a counterparty or regulatory authorities require the Board to have a final decision, except otherwise required by relevant laws and regulations of the place of incorporation or the listing region. The above-mentioned related matters shall be deemed to be approved upon being reviewed by the special committee and voted for by more than half of the director, having the effect of a resolution of the Board. The composition and the working rules of the special committee shall be formulated by the Board separately.”

The Board considers that the above amendment to the resolution and the additional resolution are in the interest of the Company and its shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the relevant resolutions at the EGM.

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

Chongqing, the PRC, 21 November 2014

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.

* *For identification purpose only*

Notes:

1. The expressions in this supplemental notice shall have the same meanings as set out in the Original Notice of EGM unless the context otherwise requires.
2. A supplemental proxy form (the “Supplemental Proxy Form”) containing the resolution No.3 mentioned above is enclosed with this supplemental notice. The proxy form issued by the Company along with the Original circular (the “Original Proxy Form”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Company.
3. Shareholders who intend to attend the Fourth Extraordinary General Meeting of Shareholders in 2014 by proxy should complete the enclosed supplemental 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 enclosed supplemental 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.
4. For details of other resolutions to be considered and approved at the EGM, eligibility for attending the EGM, registration procedures, proxy arrangement, closure of the register of members and other relevant matters, please refer to the Original Notice of EGM.