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中國華融資產管理股份有限公司

China Huarong Asset Management Co., Ltd.

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2799)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the third extraordinary general meeting for 2017 (the “EGM”) of China Huarong Asset Management Co., Ltd. (the “**Company**”) will be held at Conference Room 1221, No. 8 Financial Street, Xicheng District, Beijing, the PRC on Monday, 7 August 2017 at 9:30 a.m., for considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve item by item of the proposal on non-public issuance of Offshore Preference Shares:
 - (1) type of preference shares to be issued
 - (2) number of preference shares to be issued and issue size
 - (3) par value and issue price
 - (4) maturity
 - (5) method of issuance and target investors
 - (6) lock-up period
 - (7) dividend distribution terms
 - (8) terms of mandatory conversion
 - (9) terms of conditional redemption
 - (10) restrictions on voting rights and terms of restoration of voting rights
 - (11) order of distribution on liquidation and procedures for liquidation

- (12) rating arrangements
 - (13) security arrangements
 - (14) use of proceeds
 - (15) listing/trading arrangements
 - (16) validity period of the resolution for the issuance of Offshore Preference Shares
 - (17) matters relating to authorisation
2. To consider and approve the proposed amendments to the Articles of Association for issuance of Offshore Preference Shares and implementing Party building requirements
 3. To consider and approve the proposed amendments to the Articles of Association for issuance of Offshore Preference Shares, A Share Offering and implementing Party building requirements

ORDINARY RESOLUTIONS

1. To consider and approve the proposed amendments to the Procedural Rules of General Meetings for issuance of Offshore Preference Shares
2. To consider and approve the proposed amendments to the Procedural Rules of General Meetings for issuance of Offshore Preference Shares and A Share Offering

Closure of Register of Members

The register of members of the Company will be closed from Saturday, 8 July 2017 to Monday, 7 August 2017 (both dates inclusive), during which period no transfer of Shares will be registered. H Shareholders and Domestic Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 7 July 2017 will be entitled to attend the EGM. Any H Shareholder who wishes to attend the EGM shall deposit the share certificates together with the transfer documents at the H Share registrar, Computershare Hong Kong Investor Services Limited, no later than 4:30 p.m. on Friday, 7 July 2017.

The address of the H Share registrar of the Company is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Details of the above resolutions are set out in the circular published by the Company on 23 June 2017. Unless otherwise stated, terms used in this notice shall have the same meaning as defined in the circular.

By order of the Board
China Huarong Asset Management Co., Ltd.
LAI Xiaomin
Chairman

Beijing, the PRC
23 June 2017

As at the date of this announcement, the Board comprises Mr. LAI Xiaomin, Mr. KE Kasheng and Mr. WANG Lihua as executive directors of the Company; Mr. WANG Keyue, Mr. LI Yi, Ms. WANG Cong, Ms. DAI Lijia and Mr. ZHOU Langlang as non-executive directors of the Company; Mr. SONG Fengming, Mr. TSE Hau Yin, Mr. LIU Junmin and Mr. SHAO Jingchun as independent non-executive directors of the Company.

Note:

1. The register of members of the Company will be closed from Saturday, 8 July 2017 to Monday, 7 August 2017 (both dates inclusive). H Shareholders and Domestic Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 7 July 2017 shall be entitled to attend and vote at the EGM. H Shareholders who wish to attend and vote at the EGM shall deposit the share certificates together with the transfer documents with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 7 July 2017.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not to be a Shareholder, but he/she must attend the EGM in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
4. In order to be valid, the proxy form, the notarised power of attorney or other authorisation document (if any) must be delivered to the Board office of the Company at No. 8, Financial Street, Xicheng District, Beijing, the PRC for Domestic Shareholders and to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for H Shareholders not less than 24 hours before the time scheduled for the holding of the EGM (i.e. before 9:30 a.m. on Sunday, 6 August 2017) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes.
5. Domestic Shareholders and H Shareholders who intend to attend the EGM in person or by proxy should deliver the reply slip to the Board office of the Company, at No. 8, Financial Street, Xicheng District, Beijing, the PRC, and to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, respectively, on or before Tuesday, 18 July 2017 by hand, by post or by fax (fax no: (852) 2865 0990 for Computershare Hong Kong Investor Services Limited).
6. Pursuant to the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. As such, all resolutions set out in the notice of the EGM will be voted on by poll.
7. The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.
8. In the 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.