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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 DOMESTIC SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the first domestic shareholders' class meeting for 2017 (the "**Domestic Shareholders' Class Meeting**") 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 immediately after the conclusion or adjournment of the third extraordinary general meeting for 2017 (whichever is later), 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

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.*

*Notes:*

1. The register of members of the Company will be closed from Saturday, 8 July 2017 to Monday, 7 August 2017 (both dates inclusive). 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 Domestic Shareholders' Class Meeting.
2. A Shareholder entitled to attend and vote at the Domestic Shareholders' Class Meeting 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 Domestic Shareholders' Class Meeting 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 not less than 24 hours before the time scheduled for the holding of the Domestic Shareholders' Class Meeting (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 Domestic Shareholders' Class Meeting or any adjournment thereof if he/she so wishes.
5. Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting 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, on or before Tuesday, 18 July 2017 by hand, by post or by fax.
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 Domestic Shareholders' Class Meeting will be voted on by poll.
7. The Domestic Shareholders' Class Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the Domestic Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the Domestic Shareholders' Class Meeting 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.