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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)

**CHANGE OF A JOINT COMPANY SECRETARY
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28
AND 8.17 OF THE LISTING RULES**

CHANGE OF A JOINT COMPANY SECRETARY

The board of directors (the “**Board**”) of Hanhua Financial Holding Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that the Company has been informed by Mr. Cui Weilan (“**Mr. Cui**”) of his intention to resign as a joint company secretary of the Company with effect from 18 September 2015 as Mr. Cui, who was recently appointed as an executive director of the Company in May 2015, intends to devote more time to business development of the Group. Mr. Cui has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation as a joint company secretary which needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company. Ms. Lai Siu Kuen (“**Ms. Lai**”, a current joint company secretary of the Company) will continue to act the other joint company secretary of the Company. The Company would like to express its gratitude to Mr. Cui for his valuable contributions to the Company during his term of office.

The Board is pleased to announce that Mr. Ren Weidong (任為棟) (“**Mr. Ren**”) has been appointed as a joint company secretary of the Company with effect from 18 September 2015.

Mr. Ren, aged 37, has been the financial director and general manager of capital finance department of the Company since March 2013. He is in charge of the capital finance headquarters and administrative office of the Company. Mr. Ren joined the Group in February 2009 and had served as the general manager of the finance headquarters of Hanhua Guarantee Corporation Limited.

Prior to joining the Group, Mr. Ren served as the manager of the financing department of Duke Seals (Chongqing) Ltd. (重慶杜克高壓密封件有限公司) from October 2005 to January 2009. He served in various positions in Loncin Group and its subsidiaries from July 2000 to May 2005, including the head of the financial section of Hunan Jinlong Guangyang Motorcycle Co., Ltd (湖南勁隆光陽摩托車有限公司), the chief financial officer of Chongqing Jinlong Technology Group Co., Ltd. (重慶勁隆科技集團有限公司) and the chief financial officer and accountant of Chongqing Jinlong Motorcycle Manufacturing Co., Ltd. (重慶勁隆摩托車製造有限公司).

Mr. Ren obtained his bachelor's degree in auditing from Hangzhou Institute of Electronics and Engineering (杭州電子工業學院) (currently known as Hangzhou Dianzi University (杭州電子科技大學)) in July 1999. He was also accredited as a junior accountant in May 2000 by Ministry of Finance of the People's Republic of China. He was admitted as an affiliated member of The Association of International Accountants in April 2008.

Mr. Ren had been actively involved in the Company's listing since its preparatory period and had been working closely with Mr. Cui and Ms. Lai in handling secretarial, compliance and administrative matters for the Company. He is familiar with the Company's business and operations.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Ren currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of Mr. Ren's appointment as a joint company secretary of the Company (the "**Waiver Period**") on the grounds that the Company will continue to engage Ms. Lai, the other current joint company secretary of the Company who possesses the relevant professional qualifications of company secretary required under Rules 3.28 and 8.17 of the Listing Rules, to provide assistance and guidance to Mr. Ren in discharging his duties as one of the joint company secretaries of the Company.

This waiver is granted on the conditions that (i) Mr. Ren will be assisted by Ms. Lai during the Waiver Period; (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Ren can satisfy Rule 3.28 of the Listing Rules, after having the benefit of Ms. Lai's assistance such that a further waiver will not be necessary; and (iii) the Company will announce the details of the waiver, including its reasons and conditions.

The Board would like to extend its welcome to Mr. Ren on his new appointment.

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

Beijing, the PRC, 28 August 2015

As at the date of this announcement, the executive director of the Company are Mr. ZHANG Guoxiang and Mr. CUI Weilan; 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*