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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 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of China Huarong Asset Management Co., Ltd. (the “**Company**”) for 2019 (the “**AGM**”) will be held at Conference Room 1221, No. 8, Financial Street, Xicheng District, Beijing, the PRC, on Tuesday, 30 June 2020 at 9:30 a.m., for considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. To consider and approve the extension of the validity period of tier II capital bonds resolution

ORDINARY RESOLUTIONS

1. To consider and approve the final financial account plan for 2019
2. To consider and approve the profit distribution plan for 2019
3. To consider and approve the work report of the Board for 2019
4. To consider and approve the work report of the Board of Supervisors for 2019
5. To consider and approve the engagement of the accounting firms for 2020
6. To consider and approve the fixed asset budget for 2020
7. To consider and approve the remuneration settlement plan for 2018 of the Directors
8. To consider and approve the remuneration settlement plan for 2018 of the Supervisors
9. To consider and approve item by item the election of the Directors of the third session of the Board:
 - 9.1 To consider and approve the re-election of Mr. Wang Zhanfeng as the executive Director

- 9.2 To consider and approve the re-election of Ms. Li Xin as the executive Director
- 9.3 To consider and approve the election of Ms. Zhao Jiangping as the non-executive Director
- 9.4 To consider and approve the election of Mr. Zheng Jiangping as the non-executive Director
- 9.5 To consider and approve the re-election of Mr. Zhou Langlang as the non-executive Director
- 9.6 To consider and approve the re-election of Mr. Tse Hau Yin as the independent non-executive Director
- 9.7 To consider and approve the re-election of Mr. Shao Jingchun as the independent non-executive Director
- 9.8 To consider and approve the re-election of Mr. Zhu Ning as the independent non-executive Director
- 9.9 To consider and approve the election of Ms. Chen Yuanling as the independent non-executive Director
- 10. To consider and approve item by item the election of the Shareholder Representative Supervisor and external Supervisors of the third session of the Board of Supervisors:
 - 10.1 To consider and approve the re-election of Mr. Hu Jianzhong as the Shareholder Representative Supervisor
 - 10.2 To consider and approve the election of Mr. Cheng Fengchao as the external Supervisor
 - 10.3 To consider and approve the election of Mr. Han Xiangrong as the external Supervisor

Closure of Register of Members

The register of holders of H Shares will be closed from Sunday, 31 May 2020 to Tuesday, 30 June 2020 (both days inclusive), during which period no transfer of H Shares will be registered. Any holder of H Shares who wishes to attend the AGM shall deposit the share certificates together with the transfer documents at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited before 4:30 p.m. on Friday, 29 May 2020. Shareholders whose names appear on the register of holders of H Shares of the Company at the close of business on Friday, 29 May 2020 will be entitled to attend and vote at the AGM.

The address of the H Share Registrar of the Company:

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 for the AGM of the Company dated 15 May 2020. 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.
WANG Zhanfeng
Chairman

Beijing, the PRC
15 May 2020

As at the date of this notice, the Board comprises Mr. WANG Zhanfeng and Ms. LI Xin as executive Directors; Mr. ZHOU Langlang as non-executive Director; Mr. TSE Hau Yin, Mr. LIU Junmin, Mr. SHAO Jingchun and Mr. ZHU Ning as independent non-executive Directors.

Notes:

1. The register of members of the Company will be closed from Sunday, 31 May 2020 to Tuesday, 30 June 2020 (both days inclusive). Holders of H Shares and domestic shares of the Company (the “**Domestic Shares**”) whose names appear on the register of members of the Company at the close of business on Friday, 29 May 2020 shall be entitled to attend and vote at the AGM. Holders of H Shares who wish to attend and vote at the AGM shall lodge all transfer documents accompanied by the relevant share certificates 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 before 4:30 p.m. on Friday, 29 May 2020.
2. In order to determine the list of the Shareholders entitled to the 2019 annual dividends, the register of members of the Company will also be closed from Tuesday, 7 July 2020 to Sunday, 12 July 2020, both days inclusive, during which time no transfer of the Company’s shares will be registered. In order to qualify to receive the 2019 annual dividends, the holders of H Shares of the Company shall lodge relevant share transfer documents with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 6 July 2020.
3. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder, but he/she must attend the AGM in person to represent the relevant Shareholder.
4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized 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 authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

5. In order to be valid, the proxy form, the notarized power of attorney or other authorization document (if any) must be delivered to the Board's Office of the Company at No. 8, Financial Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares 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 holders of H Shares not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 9:30 a.m. on Monday, 29 June 2020) 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 AGM or any adjournment thereof if he/she so wishes.
6. Holders of Domestic Shares and holders of H Shares who intend to attend the AGM in person or by proxy should deliver the reply slip to the Board's 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 Wednesday, 10 June 2020 by hand, by post or by fax (fax no: (852) 2865 0990).
7. 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 AGM will be voted on by poll.
8. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.
9. 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.
10. To continue to support the prevention and control of new coronaviruses and safeguard the health and safety of the Shareholders and investors of the Company, the Company recommend that all Shareholders appoint the chairman of the AGM to attend the meeting and vote on relevant resolutions on their behalf, in this way, Shareholders need not attend meetings in person.