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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the Listing Rules and other relevant laws and regulations, and the actual circumstances of Hanhua Financial Holding Co., Ltd. (the “**Company**”), the Company proposes to amend the provisions regarding the number of Board members in the Articles of Association and to make certain minor housekeeping amendments to the Articles of Association in light of updates in relevant laws and regulations, and regulatory documents.

The full text of the proposed amendments to the Articles of Association, which were prepared in Chinese language, is set out below. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Except for the proposed amendments as set out below, other provisions of the Articles of Association remain unchanged.

The proposed amendments to the Articles of Association are subject to Shareholders' approval by way of special resolution at the First Extraordinary General Meeting in 2022, and the amended Articles of Association will take effect upon the resolution being passed by the Shareholders at the First Extraordinary General Meeting in 2022.

Details of the proposed amendments to the Articles of Association are as follows:

Existing article	Revised article
<p>Note:</p> <p>In the marginal notes of this Articles of Association, “ Company Law ” refers to the Company Law of the People’s Republic of China (Revised in 2014), “ Mandatory Provisions ” refers to the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad (Securities Commission Document [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Economic Restructuring; “ Supplementary Opinions ” refers to the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong (CSRC Overseas Document [1995] No. 1) distributed by the Overseas Listing Department of the China Securities Regulatory Commission and the Production System Department of the former State Commission for Economic Restructuring, “ Guidelines for Articles of Association ” refers to the Guidelines for the Articles of Associations of Listed Companies (Revised in 2006) (CSRC Company Document [2006] No. 38) issued by the China Securities Regulatory Commission, and “ Listing Rules ” refers to the rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</p>	<p>Note:</p> <p>In the marginal notes of this Articles of Association, “ Company Law ” refers to the Company Law of the People’s Republic of China (Revised in 2018), “ Mandatory Provisions ” refers to the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad (Securities Commission Document [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Economic Restructuring; “ Supplementary Opinions ” refers to the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong (CSRC Overseas Document [1995] No. 1) distributed by the Overseas Listing Department of the China Securities Regulatory Commission and the Production System Department of the former State Commission for Economic Restructuring, “ Guidelines for Articles of Association ” refers to the Guidelines for the Articles of Associations of Listed Companies (Revised in 2022) (Announcement [2022] No. 2 of the China Securities Regulatory Commission), and “ Listing Rules ” refers to the rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</p>

<p>Article 1</p> <p>This Articles of Association is formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “Company Law”), the Securities Law of the People’ s Republic of China (the “Securities Law”), the Special Provisions of the State Council for Share Offerings and Offshore Public Listing of Companies Limited by Share (hereafter referred to as the “ Special Provisions ”), the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad, the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong, the Guidelines for Articles of Association of Listed Companies (Amended in 2006), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as “ Listing Rules”) and other relevant laws and regulations for the purpose of protecting the legitimate rights and interests of the shareholders and creditors of Hanhua Financial Holding Co., Ltd. (hereafter referred to as the “ Company ”) and regulating the organization and conducts of the Company.</p>	<p>Article 1</p> <p>This Articles of Association is formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “ Company Law ”), the Securities Law of the People ’ s Republic of China (the “ Securities Law ”), the Special Provisions of the State Council for Share Offerings and Offshore Public Listing of Companies Limited by Share (hereafter referred to as the “ Special Provisions ”), the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad, the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong, the Guidelines for Articles of Association of Listed Companies (Amended in 2022), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as “ Listing Rules ”) and other relevant laws and regulations for the purpose of protecting the legitimate rights and interests of the shareholders and creditors of Hanhua Financial Holding Co., Ltd. (hereafter referred to as the “ Company ”) and regulating the organization and conducts of the Company.</p>
<p>Article 117</p> <p>The Company shall have a board of directors, and the board of directors shall be composed of fifteen directors, which include one chairman, one vice chairman, and thirteen directors.</p>	<p>Article 117</p> <p>The Company shall have a board of directors, and the board of directors shall be composed of twelve directors, which include one chairman, one vice chairman, and ten directors.</p>
<p>Article 157</p> <p>Directors or other senior executives of the Company, other than the President and the Chief Accountant, may concurrently hold the office of Board Secretary. An accountant of the accounting firm employed by the Company shall not concurrently holds the office of Board Secretary.</p>	<p>Article 157</p> <p>An accountant of the accounting firm employed by the Company shall not concurrently holds the office of Board Secretary.</p>

<p>Article 256</p> <p>3. all directors refer to all of the members of the Board of Directors as specified in Article 117 of this Articles of Association, namely the 15 directors;</p>	<p>Article 256</p> <p>3.all directors refer to all of the members of the Board of Directors as specified in Article 117 of this Articles of Association, namely the 12 directors;</p>
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The Board considers that the proposed amendments are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favor of the resolutions at the First Extraordinary General Meeting in 2022 as set out in the Notice of the First Extraordinary General Meeting in 2022.

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

Chongqing, the PRC, 29 September 2022

As at the date of this announcement, the executive directors of the Company are Mr. ZHANG Guoxiang and Mr. CUI Weilan; the non-executive directors of the Company are Ms. LIU Jiaoyang, Ms. LIU Tingrong, Ms. WANG Fangfei, Mr. FENG Yongxiang 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*