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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **Huarong International Financial Holdings Limited**, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or the transferee, or to the bank, stock broker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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華融國際金融控股有限公司

HUARONG INTERNATIONAL FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 993)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 4 to 9 of this circular.

A notice dated 29 April 2024 convening the AGM to be held at 11:00 a.m. on Thursday, 13 June 2024 at Level 1, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong is set out on pages 16 to 20 of this circular.

A proxy form for use at the AGM is enclosed. This circular together with the proxy form are published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hrif.com.hk). Whether or not you are able to attend and vote at the AGM in person, please complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours (i.e. 11:00 a.m. on Tuesday, 11 June 2024) before the time scheduled for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

29 April 2024

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the forthcoming annual general meeting of the Company to be convened and held at 11:00 a.m. on Thursday, 13 June 2024 at Level 1, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Audit Committee”	the audit committee under the Board
“Board”	the board of Directors
“Buy-back Mandate”	the proposed general mandate to be granted to the Directors to buy back Shares as defined in paragraph 3(b) under the section headed “Letter from the Board” contained in this circular
“Bye-laws”	the bye-laws of the Company currently in effect
“CHIH”	China Huarong International Holdings Limited (中國華融國際控股有限公司), a company incorporated in Hong Kong with limited liability, and a wholly-owned subsidiary of China CITIC Financial AMC and a controlling shareholder of the Company
“China CITIC Financial AMC”	China CITIC Financial Asset Management Co., Ltd. (中國中信金融資產管理股份有限公司, formerly known as China Huarong Asset Management Co., Ltd. (中國華融資產管理股份有限公司)), a joint stock limited liability company incorporated in the PRC, the issued overseas listed foreign shares of which are listed on the Stock Exchange (stock code: 2799), and a controlling shareholder of the Company
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Huarong International Financial Holdings Limited (華融國際金融控股有限公司), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 993)
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company
“Executive Committee”	the executive committee under the Board
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal in the Shares as defined in paragraph 3(a) under the section headed “Letter from the Board” contained in this circular
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee under the Board
“PRC”	the People’s Republic of China which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee under the Board
“Risk Management Committee”	the risk management committee under the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), including its amendments from time to time
“Share(s)”	issued share(s) of HK\$0.001 each in the capital of the Company
“Shareholder(s)” or “Member(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Sustainable Development Committee”	the sustainable development committee under the Board
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



華融國際金融控股有限公司

HUARONG INTERNATIONAL FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 993)

Non-executive Director:

Mr. ZHANG Xing (*Chairman*)

Executive Directors:

Mr. CHEN Qinghua (*Chief Executive Officer*)

Mr. LU Xinzheng

Independent Non-executive Directors:

Mr. HUNG Ka Hai Clement

Mr. MA Lishan

Mr. GUAN Huanfei

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Head Office and Principal Place
of Business:*

Level 15

China Huarong Tower

60 Gloucester Road

Wanchai

Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(2) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The primary purpose of this circular is to provide Shareholders with notice of the AGM and the information regarding the resolutions to be proposed to seek approval of the Shareholders at the AGM in relation to: (i) the re-election of the retiring Directors; and (ii) the grant of the Issue Mandate and Buy-back Mandate.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Background

As at the Latest Practicable Date, the Board comprises six Directors, namely Mr. Zhang Xing, Mr. Chen Qinghua, Mr. Lu Xinzheng, Mr. Hung Ka Hai Clement, Mr. Ma Lishan and Mr. Guan Huanfei.

According to Bye-law 84 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected as Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director newly appointed by the Board to fill a casual vacancy on the Board shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Hung Ka Hai Clement and Mr. Guan Huanfei shall retire from office as Directors by rotation at the AGM and being eligible, offer themselves for re-election.

The re-election of Directors has been reviewed by the Nomination Committee which made recommendation to the Board that the re-election be proposed for the Shareholders' approval at the AGM. The recommendations were made in accordance with the Director nomination policy of the Company (the "**Nomination Policy**"), which are disclosed in pages 38 to 39 of the 2023 annual report of the Company.

The Company has received from each of the independent non-executive Directors annual confirmations of his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of all independent non-executive Directors, including Mr. Hung Ka Hai Clement and Mr. Guan Huanfei, who has offered themselves for re-election at the AGM, and affirmed that all independent non-executive Directors remain independent.

Re-election of retiring independent non-executive Directors

The Nomination Committee has evaluated the performances of Mr. Hung Ka Hai Clement. Mr. Hung has actively participated the general meetings, board and board committee meetings of the Company and has provided independent, balanced and objective views to the Company's affairs. Notwithstanding Mr. Hung currently serves as an

LETTER FROM THE BOARD

independent non-executive director or a non-executive director of seven other listed companies and serves as an independent supervisor in one listed company, the Nomination Committee considers that Mr. Hung has sufficient time to perform his duties as an independent non-executive Director of the Company based on the following factors: (i) based on the review of the publicly available information, Mr. Hung's attendance at the general meetings, board meetings and board committee meetings of the other listed companies to which he is a director is high; (ii) as an independent non-executive director or a non-executive director of the Company and other listed companies, Mr. Hung is mainly involved in the provision of strategic and independent perspective instead of participating in the day-to-day management of the companies; and (iii) Mr. Hung has devoted sufficient time to attend to the affairs of the Company. The Nomination Committee is also of the view that Mr. Hung's profound expertise and experience in offering consultation service and advice to listed companies and other corporations could provide the Company with balanced, objective, professional and independent opinions, and enhance the Board's diversity and performance.

The Nomination Committee also evaluated the performances of Mr. Guan Huanfei and is of the view that he has provided valuable contributions to the Company through active participation to the general meetings, board and board committee meetings of the Company and has demonstrated his abilities to provide independent, balanced and objective views to the Company's affairs. The Nomination Committee is also of the view that Mr. Guan Huanfei would bring to the Board his own perspective, skills and experience, as further described in his biographical details set out in Appendix I to this circular. Based on the Board Diversity Policy adopted by the Company, the Nomination Committee considers that Mr. Guan Huanfei could continue to contribute to the diversity of the Board, in particular with his extensive experience in the finance and insurance industry in Hong Kong and the PRC.

Brief biographical details of the retiring Directors subject to re-election are set out in Appendix I to this circular.

The Board believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board, and recommends to the Shareholders the proposed re-election of Mr. Hung Ka Hai Clement and Mr. Guan Huanfei as Directors at the AGM.

3. ISSUE AND BUY-BACK MANDATES

At the annual general meeting of the Company held on 15 June 2023, general mandates were given to the Directors to exercise the powers of the Company to buy back Shares and to issue new Shares respectively. As at the Latest Practicable Date, such mandates have not been utilised and will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the AGM to approve the granting of the following new general mandates to the Directors:

- (a) the Issue Mandate to issue, allot and deal with Shares up to 20% of the total number of Shares on the date of passing of such resolution (i.e. up to 1,741,917,202 Shares on the assumption that the number of Shares remains unchanged between the Latest Practicable Date and the date of the AGM); and
- (b) the Buy-back Mandate to purchase Shares on the Stock Exchange up to 10% of the total number of Shares on the date of passing of such resolution (i.e. up to 870,958,601 Shares on the assumption that the number of Shares remains unchanged between the Latest Practicable Date and the date of the AGM).

In addition, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the number of Shares bought back by the Company pursuant to and in accordance with the Buy-back Mandate (provided that if such mandate is granted to the Directors at the AGM).

The Issue Mandate and the Buy-back Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in ordinary resolutions no. 4 and no. 5 set out in the notice of the AGM, respectively. The Directors confirms that they have no immediate plan to issue any new Shares or buy back any Shares pursuant to the Issue Mandate or the Buy-back Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant to the Directors the Buy-back Mandate. The explanatory statement containing the information as required by the Listing Rules in connection with the Buy-back Mandate is set out in Appendix II to this circular.

4. THE AGM

The AGM will be held at 11:00 a.m. on Thursday, 13 June 2024 at Level 1, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong. Set out on pages 16 to 20 of this circular is a notice convening the AGM at which, among other businesses, resolutions will be proposed to approve the re-election of the retiring Directors, the proposed re-appointment of auditors, and the proposed grant of the Issue Mandate and the Buy-back Mandate.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

5. PROXY AND VOTING PROCEDURES

You will find enclosed with this circular a proxy form for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for the holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Bye-law 66 of the Bye-laws and Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the conclusion of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 6 June 2024.

7. RECOMMENDATION

The Directors are of the opinion that the proposed re-election of retiring Directors, the re-appointment of auditors, and the grant of the Issue Mandate and Buy-back Mandate are in the interests of the Company and its Shareholders as a whole and recommend you to vote in favour of all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

8. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully
By order of the Board
Huarong International Financial Holdings Limited
Zhang Xing
Chairman

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out below:

Mr. Hung Ka Hai Clement, an independent non-executive Director

Mr. Hung Ka Hai Clement, aged 68, has been acting as an independent non-executive Director of the Company from 13 December 2019. He is also the chairman of each of the Audit Committee and Nomination Committee as well as a member of the Remuneration Committee. He obtained a bachelor of arts degree from the University of Huddersfield (now known as University of Lincoln), United Kingdom in 1980. Mr. Hung had served Deloitte China for 31 years where he had assumed various leadership roles before serving as chairman of Deloitte China from 2014 to 2016. He retired from Deloitte China with effect from June 2016. While working with Deloitte China, Mr. Hung assumed various leadership roles, including the managing partner of Deloitte Shenzhen office and Guangzhou office. He was also a member of the China management team of Deloitte China. Mr. Hung was head of audit of South China and deputy managing partner of South China (including Hong Kong, Macau, Shenzhen, Guangzhou, Xiamen and Changsha). He was also a board member of Deloitte Global.

Mr. Hung served as the Guangzhou Institute of Certified Public Accountants consultant from 2004 to 2014. During the period between 2006 to 2011, he also served as a member of the Political Consultative Committee of Luohu District, Shenzhen. After his retirement as the chairman of Deloitte China, he was appointed as an expert consultant of the MOF in the PRC. Mr. Hung is a life member of The Institute of Chartered Accountants in England and Wales.

Currently, Mr. Hung serves as a non-executive director of High Fashion International Limited (HKEx: 608), and an independent non-executive director of each of Starjoy Wellness and Travel Company Limited (formerly known as Aoyuan Healthy Life Group Company Limited (HKEx: 3662)), China East Education Holdings Limited (HKEx: 667), Skyworth Group Limited (HKEx: 751), USPACE Technology Group Limited (formerly known as Hong Kong Aerospace Technology Group Limited (HKEx: 1725)), JX Energy Ltd. (HKEx: 3395) and Capital Estate Limited (HKEx: 193). Mr. Hung also currently acts as an independent supervisor of the Supervisory Committee of Ping An Insurance (Group) Company of China, Ltd., the shares of which is listed on the Stock Exchange (HKEx: 2318) and the Shanghai Stock Exchange (Stock Code: 601318). Mr. Hung was an independent non-executive director of each of Tibet Water Resources Ltd. (HKEx: 1115) from 31 December 2019 to 30 June 2021, SY Holdings Group Limited (formerly known as Sheng Ye Capital Limited) (HKEx: 6069, the listing of the shares of which has been transferred to the Main Board from the GEM of the Stock Exchange (HKEx: 8469) with effect from 24 October 2019) from 19 June 2017 to 15 July 2022, and Gome Finance Technology Co., Ltd. (formerly known as Sino Credit Holdings Limited, (HKEx: 628)) from 31 October 2016 to 12 December 2023.

Mr. Hung has entered into an appointment letter with the Company on 13 December 2019 for an initial term of two years commencing from 13 December 2019 which is automatically renewable for successive terms of two years upon the expiry of the said term. He is subject to retirement by rotation at least once every three years and in accordance with the Bye-laws.

Mr. Hung is entitled to a director's remuneration of HK\$320,000 per annum, which is determined by the Board with reference to the recommendation from the Remuneration Committee, the duties and responsibilities of Mr. Hung and the prevailing market conditions, and is subject to review by the Board and the Remuneration Committee from time to time.

Mr. Hung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Hung as an independent non-executive Director.

Mr. Guan Huanfei, an independent non-executive Director

Mr. Guan Huanfei, aged 66, has been acting as an independent non-executive Director of the Company from 23 May 2017. He is also the chairman of the Remuneration Committee and Sustainable Development Committee, and a member of each of the Audit Committee and the Nomination Committee. Mr. Guan has extensive experiences in the finance and insurance industry in Hong Kong and the PRC. He served various senior managerial positions in the People's Insurance Company of China (Jilin Branch), Hong Kong and Macao Regional Office of China Insurance Group, Ming An Insurance Company (Hong Kong) Limited and China Pacific Insurance Co., (HK) Ltd. Mr. Guan also held offices at the Bank of Communications, including the deputy chairman of the risk asset management committee, deputy chairman of credit asset management committee, chairman of loan verification committee, deputy general manager of the Bank of Communications Hong Kong Branch, the director of Bank of Communications Trustee Limited, the chairman and chief executive of China BOCOM Insurance Co., Ltd. and an executive director and general manager of BoCommLife Insurance Company Limited. Mr. Guan is also an economic and technical consultant of Jilin Provincial Government.

Mr. Guan is currently an independent non-executive director of Shandong Hi-Speed Holdings Group Limited (formerly known as China Shandong Hi-Speed Financial Group Limited, HKEx: 412), China Nonferrous Mining Corporation Limited (HKEx: 1258), Sunwah Kingsway Capital Holdings Limited (HKEx: 188), Shanghai Zendai Property Limited (HKEx: 755), Guangdong – Hong Kong Greater Bay Area Holdings Limited (HKEx: 1396). Mr. Guan has been appointed as the independent non-executive director of CMB Wing Lung Insurance Company Limited since 1 December 2017. From 2 June 2020 to 22 May 2021, Mr. Guan had served as an executive director and chairman of the board of directors of Enterprise Development Holdings Limited (HKEx: 1808).

Mr. Guan has been a part-time researcher of the Insurance Research Centre of Fudan University since 2004 and has also been appointed as a part-time lecturer of professional degree of the university since 2013. Mr. Guan has been appointed as a visiting professor of Jilin University of Finance and Economics since September 2019. Mr. Guan has been appointed as an off-campus postgraduate tutor of the University of International Business and Economics since September 2022. Mr. Guan obtained a doctoral degree in Economics in 2000 from Wuhan University and was a postdoctoral researcher in Theoretical Economics with Fudan University from 2000 to 2002.

Mr. Guan entered into an appointment letter with the Company on 23 May 2017 for an initial term of two years commencing from 23 May 2017 which is automatically renewable for successive terms of two years upon the expiry of the said term. He is subject to retirement by rotation at least once every three years and in accordance with the Bye-laws. Mr. Guan is entitled to a director's remuneration of HK\$330,000 per annum, which is determined by the Board with reference to the recommendation from the Remuneration Committee, the duties and responsibilities of Mr. Guan and the prevailing market conditions, and is subject to review by the Board and the Remuneration Committee from time to time.

Mr. Guan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there other matters which need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Guan as an independent non-executive Director.

The following is a summary of the principal provisions of the Listing Rules relating to the buy-back of its shares on the Stock Exchange by a company whose primary listing is on the Stock Exchange and serves as an explanatory statement required by the Listing Rules to provide the requisite information to enable the Shareholders to make an informed decision whether to vote for or against the resolution to approve the granting of the Buy-back Mandate. Neither this Explanatory Statement nor the proposed share repurchase has any unusual features.

LISTING RULES REQUIREMENTS FOR SHARE BUY-BACK

All on-market share buy-backs must be made in accordance with the Listing Rules, which set out various restrictions with which listed companies have to comply. In particular (a) no shares may be bought back unless they are fully paid-up; (b) the listed company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and (c) a listed company may not repurchase its own shares on the Stock Exchange unless, inter alia, its shareholders shall have given in advance a specific approval or a general mandate to the directors of the listed company to make such repurchase.

REASONS FOR THE SHARE BUY-BACK

Whilst the Directors do not presently intend to buy back any Shares, they believe that flexibility afforded by the Buy-back Mandate, if granted, would be beneficial to the Company and the Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in the future when Shares are trading at a discount to their underlying value, the ability of the Company to buy back Shares can be beneficial to those Shareholders who retain their investment in the Company since this may, depending on the circumstances, result in increases to the fully diluted net assets and/or earnings per Share. The exercise of the Buy-back Mandate by the Directors will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

SHARE CAPITAL

As at the Latest Practicable Date, the issued Shares comprised 8,709,586,011 fully paid Shares. Subject to the passing of the proposed resolution of the grant of Buy-back Mandate, the exercise of the Buy-back Mandate up to the 10% limit would enable the Company to buy back up to 870,958,601 Shares, on the assumption that no further Shares will be issued or bought back before the date of the AGM.

SOURCE OF FUNDS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda. Such buy-back may not be made if, on the date on which the buy-back is to be effected, there are reasonable grounds for believing that the company is, or after the buy-back would be, unable to pay its liabilities as they become due.

The Buy-back Mandate, if exercised in full at any time during the proposed buy-back period, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the latest published audited accounts of the Group for the year ended 31 December 2023. The Directors do not intend to make any buy-back in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The Directors hereby undertake that they will exercise the power of the Company to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the regulations set out in the memorandum of association and the Bye-laws of the Company. None of the Directors nor (to the best of their knowledge, having made all reasonable enquiries) any of their close associates (has the meaning ascribed thereto under the Listing Rules), presently intend to sell Shares to the Company under the Buy-back Mandate in the event that the Buy-back Mandate is granted by the Shareholders.

If as a result of a buy-back of Shares by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (has the meaning ascribed under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the controlling shareholder of the Company, CHIH and parties acting in concert with it were interested and deemed to be interested in 4,441,556,104 Shares representing approximately 51% of the total Shares. In the event that the Directors should exercise in full the power to buy-back Shares which is proposed to be granted pursuant to the Buy-back Mandate, the percentage interests held by CHIH and parties acting in concert in the Company would be increased to approximately 56.67% of the total Shares and therefore no obligation would arise in accordance with Rule 26 of the Takeover Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate. In any event, the Directors have no present intention to buy back Shares to such extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code.

No core connected person of the Company has notified the Company that he/she has a present intention to sell any Share to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her to the Company in the event that the Buy-back Mandate is granted.

The Directors will be cautious in exercising the Buy-back Mandate and have no intention to exercise the Buy-back Mandate to such an extent as to jeopardize the public float requirement of 25% or such other prescribed minimum percentage as determined by the Stock Exchange.

MARKET PRICE

The highest and lowest traded market prices for Shares recorded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

	Per Share	
	Highest traded price	Lowest traded price
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	0.093	0.065
May	0.080	0.056
June	0.070	0.042
July	0.056	0.046
August	0.060	0.042
September	0.053	0.040
October	0.059	0.043
November	0.067	0.041
December	0.063	0.050
2024		
January	0.074	0.054
February	0.067	0.054
March	0.060	0.052
April (up to Latest Practicable Date)	0.055	0.046

SHARE BUY-BACKS MADE BY THE COMPANY

No buy-back of Shares has been made by the Company in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



華融國際金融控股有限公司

HUARONG INTERNATIONAL FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 993)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of Huarong International Financial Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 13 June 2024 at Level 1, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong for considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

As ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and independent auditors of the Company for the year ended 31 December 2023.
2. (a) Each as a separate resolution, to re-elect the following retiring Directors:
 - (i) Mr. Hung Ka Hai Clement as an independent non-executive Director; and
 - (ii) Mr. Guan Huanfei as an independent non-executive Director.(b) To authorise the board of Directors (the “**Board**”) to appoint additional Director(s) and to fix the remuneration of all the Directors.
3. To re-appoint Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration.

As special business:

4. “**THAT**

subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, options, warrants or singular rights to subscribe for shares or such other convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into

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shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (a) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as defined in paragraph (d) below);
- (b) the total number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) an issue of shares of the Company upon the grant or exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of:
 - (i) 20% of the number of shares of the Company in issue as at the date of passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “**Shareholders**”)) any shares bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of shares of the Company in issue as at the date of passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company (the “**Bye-laws**”) or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or

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- (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all powers of the Company to buy back shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws, rules and regulations of the SFC, and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (e) below) to procure the Company to buy back its shares at a price determined by the Directors;
- (c) the total number of shares which may be bought back by the Company pursuant to paragraph (a) above during the Relevant Period (as defined in paragraph (e) below) shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

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- (e) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT**

conditional upon the passing of resolution No. 4 and resolution No. 5 as set out in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue or otherwise deal with the additional shares of the Company pursuant to resolution No. 4 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares of the Company bought back by the Company under the authority granted pursuant to resolution No. 5 as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Huarong International Financial Holdings Limited
Zhang Xing
Chairman

Hong Kong, 29 April 2024

Notes:

1. The register of members of the Company will be closed from Friday, 7 June 2024 to Thursday, 13 June 2024, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 6 June 2024.
2. The AGM will be convened in physical format. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.

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3. In order to be valid, the proxy form of Shareholders for the AGM must be deposited by hand or by post to branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings thereof should they so wish and in such event, the proxy form shall be deemed to be revoked.
4. Shareholders or their proxies shall provide their identification documents when attending the AGM. In case of a corporate Shareholder, its proxy or other person authorised to attend the meeting with a resolution passed by the board of directors or other decision-making authorities of which the Shareholder is a member should provide a copy of such resolution.
5. In case of joint Shareholders, the vote of the senior joint Shareholder 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 of the Company in respect of the joint shareholding.
6. Concerning resolution No. 2(a), Mr. Hung Ka Hai Clement and Mr. Guan Huanfei shall retire from office of directorship and shall offer themselves for re-election in accordance with the Bye-laws. Their biographical details as required to be disclosed under the Listing Rules are set out in the circular of the Company dated 29 April 2024.
7. Concerning resolution No. 4, the Directors wish to state that they have no immediate plan to issue any new shares. The general mandate to be sought from members pursuant to resolution No. 4 does not violate the provisions of the Companies Act 1981 of Bermuda or the Listing Rules.
8. Concerning resolution No. 5, the Directors wish to state that there is no immediate plan for them to exercise the right of the Company to buy back its own shares. The general mandate to be sought from members pursuant to resolution No. 5 does not violate the provisions of the Companies Act 1981 of Bermuda or the Listing Rules.
9. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on Thursday, 13 June 2024, the meeting will be adjourned in accordance with the bye-laws of the Company and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, the Board comprises Mr. Zhang Xing as non-executive Director, Mr. Chen Qinghua and Mr. Lu Xinzheng as executive Directors, and Mr. Hung Ka Hai Clement, Mr. Ma Lishan and Mr. Guan Huanfei as independent non-executive Directors.