
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any content 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 adviser.

If you have sold or transferred all your Shares in Hanhua Financial Holding Co., Ltd.*, you should at once hand this circular and the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 APPOINTMENT OF AUDITOR AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2025

The first extraordinary general meeting in 2025 (the “EGM”) will be held on Thursday, 9 January 2025 at 10:00 a.m. at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC. Notice of the EGM is set out on pages 6 to 7 of this circular.

The proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon to, for holders of H Shares, 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, and for holders of Domestic Shares, to the Company’s registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC as soon as possible and in any event not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending the EGM and any adjournment thereof and voting in person.

Reference to times and dates in this circular are to Hong Kong local times and dates.

* *For identification purposes only*

23 December 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions have the meanings set forth below:

“Articles of Association”	the articles of association of the Company, as amended, altered or supplemented by other means from time to time
“Audit Committee”	the audit committee of the Board of the Company
“Board” or “Board of Directors”	the board of Directors
“Company”	Hanhua Financial Holding Co., Ltd.* (瀚華金控股份有限公司), a joint stock limited liability company incorporated in the PRC, the H Shares of which are listed and traded on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC nationals and/or entities incorporated in the PRC
“EGM” or “the first extraordinary general meeting in 2025”	the first extraordinary general meeting in 2025 of the Company to be held on Thursday, 9 January 2025 at 10:00 a.m. at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC
“H Share(s)”	H share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Hong Kong dollars and listed on the Stock Exchange
“H Shareholders”	the shareholders of H Shares of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“KPMG”	Collectively, KPMG and KPMG Huazhen LLP
“KTC”	KTC Partners CPA Limited
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC. Unless otherwise stated, amounts set out in this circular are in RMB
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Jun (*Chairman*)

Mr. Zhang Guoxiang

Mr. Cui Weilan

Non-executive Directors:

Ms. Liu Jiaoyang

Ms. Liu Tingrong

Ms. Wang Fangfei

Mr. Feng Yongxiang

Mr. Liu Bolin

Independent Non-executive Directors:

Mr. Li Wei

Mr. Hu Yuntong

Mr. Xu Hongcai

Mr. Wu Qing

Registered Office:

6-9, Building 2

11 East Honghu Road

Yubei District

Chongqing

The PRC

Principal Place of Business in

Hong Kong:

1207, 12/F

ICBC Tower

3 Garden Road

Central, Hong Kong

To the Shareholders

Dear Sirs or Madams,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING IN 2025**

I. INTRODUCTION

This circular is to provide you with the notice of the EGM and relevant information regarding the following resolution to be proposed at the EGM to allow you to consider and vote for or against or abstain from voting in respect thereof.

* For identification purposes only

LETTER FROM THE BOARD

II. MATTERS TO BE CONSIDERED AT THE EGM

Reference is made to the announcement of the Company dated 12 December 2024 in relation to the change of auditor.

Proposal to be proposed at the EGM for approval by Shareholders by way of ordinary resolution:

To consider and approve the proposed appointment of auditor.

KPMG has resigned as auditor of the Company with effect from 12 December 2024. The resignation comes as a result of KPMG and the Company not being able to reach a consensus on the audit fee for the financial year ending 31 December 2024.

The Company has communicated with KPMG in respect of its resignation as auditor of the Company, and KPMG has confirmed that there are no matters regarding the resignation that should be brought to the attention of the shareholders of the Company. The Board and the Audit Committee have also confirmed that there are no disagreements between the Company and KPMG, and there are no other matters that should be brought to the attention of the Shareholders.

KPMG has served as the auditor of the Company for over ten years since the shares of the Company were listed on the Stock Exchange in 2014. The Board and the Audit Committee have also expressed their understanding to KPMG for its resignation from the perspective of independence and objectivity.

The Board, with the recommendation of the Audit Committee, has resolved to propose the appointment of KTC Partners CPA Limited as the auditor of the Company to fill the casual vacancy following the resignation of KPMG, and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval by Shareholders at the first extraordinary general meeting in 2025.

The Audit Committee has assessed and considered that KTC has the qualifications, experience and skills to provide audit services for the companies listed on the Stock Exchange. Furthermore, KTC is independent from the Company and is able to provide services in an objective manner. Its audit proposal is in line with the actual circumstances of the Company and is relatively cost-effective compared to other options. The Audit Committee is of the view that appointment of the new auditor will not have any material impact on the audit work of the Company for the year 2024 (from 1 January 2024 to 31 December 2024) and is in the interests of the Company and the Shareholders as a whole.

After preliminary negotiation with KTC, the audit fee of the Company for the year 2024 will not exceed RMB3 million, and a proposal will be made at the EGM to authorize the Board to determine the specific amount of the audit fee based on the actual audit work.

LETTER FROM THE BOARD

III. EGM, PROXY FORM AND VOTING BY POLL

The EGM will be held on Thursday, 9 January 2025 at 10:00 a.m. at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC. Notice of the EGM is set out on pages 6 to 7 of this circular.

The proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon to, for holders of H Shares, 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, and for holders of Domestic Shares, to the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC as soon as possible and in any event not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.

According to Rule 13.39(4) of the Listing Rules, the voting on all the resolutions at EGM must be taken by poll. Accordingly, the chairman of the EGM will proceed with the voting of all resolutions to be proposed by poll in accordance with the Articles of Association.

Poll results will be announced by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules after the EGM.

IV. RECOMMENDATION

The Board considers that the resolution to be proposed at the EGM is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends you to vote in favor of the resolution set out in the notice of the EGM.

V. RESPONSIBILITY STATEMENT

This circular for which the Directors collectively and individually accept full responsibility, provides information in relation to the Company in compliance with the Listing Rules. 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.

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

Chongqing, the PRC, 23 December 2024



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)

**NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING IN 2025**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2025 (the “EGM”) of Hanhua Financial Holding Co., Ltd.* (the “Company”) will be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the People’s Republic of China (the “PRC”) on Thursday, 9 January 2025 at 10:00 a.m., for the following purposes:

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of auditor.

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

Chongqing, the PRC, 23 December 2024

* *For identification purpose only*

Notes:

1. In order to determine the list of Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Saturday, 4 January 2025 to Thursday, 9 January 2025 (both days inclusive), during which no transfer of Shares will be effect. To be eligible to attend and vote at the EGM, all transfer documents must be lodged 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 (for holders of H Shares), or the Company’s registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC (for holders of Domestic Shares) not later than 4:30 p.m. on Friday, 3 January 2025.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more person (whether he/she is a Shareholder or not) to attend and vote at the same on his or her behalf.
3. The instrument appointing a proxy must be in writing and signed by a Shareholder or his/her duly authorized attorney. If the Shareholder is a corporation, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2025

4. Shareholders who intend to attend the EGM by proxy should complete the proxy form. For holders of H Shares, the proxy form should be returned to 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 and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC, in person or by post as soon as possible and in any event not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the EGM or any adjournment thereof and voting in person.
5. The EGM is expected to last for less than half a day. Shareholders (in person or by proxy) attending this EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending this EGM shall present their identification documents.
6. In case of joint holders of a Share, any one of such holders is entitled to vote at the meeting either in person or by proxy for such Share, as if he/she is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
7. References to times and dates in this notice are to Hong Kong local times and dates.

As at the date of this circular, the executive directors of the Company are Mr. ZHANG Jun, 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. LI Wei, Mr. HU Yuntong and Mr. XU Hongcai and Mr. WU Qing.