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 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.

Hanhua Holding Co., Ltd.
瀚 華 控 股 股 份 有 限 公 司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 3903)

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR;
(2) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2026

The fourth extraordinary general meeting in 2026 of the Company (the "EGM") 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") at 10:00 a.m. on Thursday, 10 September 2026. The 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 requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of H Shareholders), or to the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC (in the case of Domestic Shareholders), 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 and voting in person at the EGM or any adjournment thereof.

All times and dates in this circular refer to Hong Kong local times and dates.

26 August 2026

CONTENTS

DEFINITIONS 1

LETTER FROM THE BOARD 2

I. INTRODUCTION 2

II. MATTERS TO BE CONSIDERED AT THE EGM 2

III. EGM, PROXY FORM, BOOK CLOSURE AND VOTING BY POLL 4

IV. RECOMMENDATION 5

V. RESPONSIBILITY STATEMENT 5

VI. CONTINUED SUSPENSION OF TRADING 5

NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2026 6

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, modified or otherwise supplemented from time to time
"Board" or "Board of Directors"	the board of Directors
"Company"	Hanhua Holding Co., Ltd. (瀚華控股股份有限公司), 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 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
"Domestic Shareholder(s)"	holder(s) of Domestic Share(s)
"EGM"	the fourth extraordinary general meeting in 2026 of the Company to be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC at 10:00 a.m. on Thursday, 10 September 2026
"Group"	the Company and its subsidiaries
"H Share(s)"	ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up and traded in Hong Kong dollars and listed on the Stock Exchange
"H Shareholder(s)"	holder(s) of H Share(s)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Nomination and Remuneration Committee"	the Nomination and Remuneration Committee of the Board of Directors of the Company
"PRC"	the People's Republic of China (for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holder(s) of Share(s)
"Share(s)"	Domestic Share(s) and H Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

Hanhua Holding Co., Ltd.
瀚 華 控 股 股 份 有 限 公 司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 3903)

Executive Director:
Ms. Cheng Juan (Chairman)

Non-executive Directors:
Mr. Zhu Guangbo
Mr. Xi Yao

Independent Non-executive Directors:
Ms. Zhan Ziqiong
Mr. Wang Zhifeng
Mr. Zhang Weihua

Employee Director:
Ms. Yang Guixiang

Registered Office:
6-9, Building 2
11 East Honghu Road
Yubei District
Chongqing
The PRC

Principal Place of Business in Hong Kong:
Room 709, 7/F, Wing On Plaza
62 Mody Road
Tsim Sha Tsui East,
Kowloon
Hong Kong

To the Shareholders

Dear Sirs,

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR; (2) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND NOTICE OF THE FOURTH EXTRAORDINARY GENERAL MEETING IN 2026

I. INTRODUCTION

Reference is made to the announcement of the Company dated 18 August 2026 in relation to, among others, the resignation of non-executive and independent non-executive Directors, and the proposed appointment of non-executive and independent non-executive Directors.

The purposes of this circular are to provide the Shareholders with the relevant information to enable them to decide whether to vote for or against the resolutions to be proposed at the EGM as set out below.

II. MATTERS TO BE CONSIDERED AT THE EGM

The following resolutions will be proposed at the EGM for Shareholders' approval by way of ordinary resolutions:

1. Proposed appointment of non-executive Director.

Pursuant to the applicable laws and regulations, the Articles of Association and the rules of procedure of the Nomination and Remuneration Committee, the Board has nominated Mr. Xie Cheng ("**Mr. Xie**") as a candidate for non-executive Director of the fifth session of the Board. The term of office of Mr. Xie shall commence from the date on which his appointment is approved at the EGM and shall be the same as the term of office of the fifth session of the Board, and he shall be eligible for re-election. Upon approval of the appointment of Mr. Xie at the EGM of the Company, the Company will enter into a service agreement with him. Mr. Xie will not receive any directors' fee or other remuneration for acting as a non-executive Director.

The biographical details of Mr. Xie are set out below:

Mr. Xie Cheng, aged 33, holds a Bachelor of Laws from the Southwest University of Political Science and Law and a Master of Laws (Law) from the China University of Geosciences. He obtained the PRC legal professional qualification in 2018, the PRC lawyer's practising certificate in 2020, and the senior enterprise compliance officer certificate in 2024.

Mr. Xie has been with Beijing Long An Law Firm since July 2018 and is currently a lawyer. From January 2022 to August 2026, Mr. Xie served as the administrator representative of thirteen companies, including Loncin Group Co., Ltd. ("**Loncin Group**"), in the substantial consolidation and restructuring plan. Please refer to the announcements of the Company dated 23 November 2022, 22 November 2023, 22 May 2024 and 4 December 2025 for further details.

Save as disclosed above, as at the date of this circular, Mr. Xie confirms that he (i) does not hold any position with the Company or any other member of the Group; (ii) has not held any directorship in any public company listed on any securities market in Hong Kong or overseas during the past three years; (iii) does not have any relationship with any director, supervisor, member of the senior management, substantial Shareholder or controlling Shareholder of the Company; and (iv) does not have any interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Xie has confirmed that, save as disclosed above, there is no other information relating to the proposed appointment of Mr. Xie that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

2. Proposed appointment of independent non-executive Director.

Pursuant to the applicable laws and regulations, the Articles of Association and the rules of procedure of the Nomination and Remuneration Committee, the Board has nominated Mr. Liu Haowen ("**Mr. Liu**") as a candidate for independent non-executive Director of the fifth session of the Board. Mr. Liu's term of office shall commence from the date on which his appointment is approved at the EGM and shall be the same as the term of office of the fifth session of the Board, and he shall be eligible for re-election.

Upon approval of Mr. Liu's appointment at the EGM, the Company will enter into a service agreement with him which shall state his remuneration for serving as an independent non-executive Director. His remuneration shall be determined with reference to his duties and responsibilities and the prevailing market conditions. The Board proposes to set Mr. Liu's annual director's remuneration at RMB 150,000 (before tax).

The biographical details of Mr. Liu are set out below:

Mr. Liu Haowen, aged 43, graduated from Sichuan University with a bachelor's degree in business administration. He holds the PRC Securities Industry Qualification Certificate and the PRC Fund Industry Qualification Certificate.

Mr. Liu served as a senior investment manager at Huatai United Securities Co., Ltd. from January 2007 to December 2013, as the general manager of the investment banking department at Chengdu Jiaozi Xingye Industrial Co., Ltd. from January 2016 to January 2019, and as the vice president of Zhonghao New Energy Group Co., Ltd. from February 2019 to January 2021. Mr. Liu has been serving as the investment director of Chengdu Dequan Trading Co., Ltd. since July 2021.

Mr. Liu has confirmed (i) his independence as regards each of the independence factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that, as at the date of this circular, there are no other factors that may affect his independence. The Board is also of the view that Mr. Liu possesses the character, integrity, independence and professional experience required of an independent non-executive Director and is able to devote sufficient time to performing his duties as an independent non-executive Director.

Save as disclosed above, as at the date of this circular, Mr. Liu confirms that he (i) does not hold any position with the Company or any other member of the Group; (ii) has not held any directorship in any public company listed on any securities market in Hong Kong or overseas during the past three years; (iii) does not have any relationship with any director, supervisor, member of the senior management, substantial Shareholder or controlling Shareholder of the Company; and (iv) does not have any interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Liu has confirmed that, save as disclosed above, there is no other information relating to the proposed appointment of Mr. Liu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

III. EGM, PROXY FORM, BOOK CLOSURE AND VOTING BY POLL

The EGM will be held at Conference Room, 8th Floor, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC at 10:00 a.m. on Thursday, 10 September 2026. The 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 requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of H Shareholders), or to the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC (in the case of Domestic Shareholders), 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 and voting in person at the EGM or any adjournment thereof.

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of Shareholders will be closed from Monday, 7 September 2026 to Thursday, 10 September 2026 (both days inclusive), during which no transfer of Shares will be effected. To ascertain the entitlement of Shareholders to attend and vote at the EGM, the record date is set at Thursday, 10 September 2026. H Shareholders who wish to be entitled to attend and vote at the EGM must lodge the transfer documents together with the relevant share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, not later than 4:30 p.m. on Friday, 4 September 2026.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any material interest in the proposed appointments of Directors, and no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the EGM must be taken by poll. Accordingly, the chairman of the EGM will, pursuant to the Articles of Association, demand a poll for all resolutions proposed at the EGM. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules after the EGM.

IV. RECOMMENDATION

The Board considers that the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

V. 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 purposes 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.

VI. CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 1:29 p.m. on 27 March 2025 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares or other securities of the Company.

By order of the Board
Hanhua Holding Co., Ltd.
Cheng Juan
Chairman of the Board

Chongqing, the PRC, 26 August 2026

Hanhua Holding Co., Ltd.
瀚 華 控 股 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 FOURTH EXTRAORDINARY GENERAL MEETING IN 2026

NOTICE IS HEREBY GIVEN that the fourth extraordinary general meeting in 2026 (the "**EGM**") of Hanhua 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**") at 10:00 a.m. on Thursday, 10 September 2026 for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the appointment of Mr. Xie Cheng as a non-executive Director.
2. To consider and approve the appointment of Mr. Liu Haowen as an independent non-executive Director.

By order of the Board
Hanhua Holding Co., Ltd.
Cheng Juan
Chairman of the Board

Chongqing, the PRC, 26 August 2026

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 Monday, 7 September 2026 to Thursday, 10 September 2026 (both days inclusive), during which no transfer of shares will be effected. To be eligible to attend and vote at the EGM, holders of shares of the Company must lodge the relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of H Shareholders), or with the Company's registered office in the PRC at 6-9, Building 2, 11 East Honghu Road, Yubei District, Chongqing, the PRC (in the case of Domestic Shareholders), not later than 4:30 p.m. on Friday, 4 September 2026.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more persons (whether or not he or she is a Shareholder) as his or her proxy or proxies to attend and vote on his or her behalf at the poll.
3. A Shareholder must appoint his or her proxy in writing, and the instrument of appointment must be signed by the Shareholder or by his or her agent duly authorised in writing. If the Shareholder is a legal person, the instrument of appointment must be sealed with the chop of the legal person or signed by its legal representative, director(s) or duly authorised agent(s).
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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 a Shareholder from attending and voting in person at the EGM or any adjournment thereof.
5. The EGM is expected to last for not more than half a day. Shareholders (in person or by proxy) attending the EGM shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall present their identification documents.

6. In the case of joint holders of shares, any one of such holders is entitled to vote at the EGM in respect of such shares (whether in person or by proxy) as if he or she were solely entitled to vote. However, if more than one of such joint holders attend the EGM in person or by proxy, only the vote of the person whose name stands first in the register of members in respect of such shares will be accepted.

7. Pursuant to Rule 13.39(4) of the Listing Rules, the ordinary resolutions set out above will be decided by poll. The results of the poll will be published on the websites of the Stock Exchange and the Company after the EGM in accordance with Rule 13.39(5) of the Listing Rules.

8. All times and dates in this notice refer to Hong Kong local times and dates.

As at the date of this notice, the executive Director is Ms. Cheng Juan; the non-executive Directors are Mr. Zhu Guangbo and Mr. Xi Yao; the independent non-executive Directors are Ms. Zhan Ziqiong, Mr. Wang Zhifeng and Mr. Zhang Weihua; and the employee Director is Ms. Yang Guixiang.