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.

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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) 2025 ANNUAL REPORT;
(2) 2025 REPORT OF THE BOARD OF DIRECTORS;
(3) 2025 PROFIT DISTRIBUTION PLAN;
(4) 2024 ANNUAL REPORT;
(5) 2024 REPORT OF THE BOARD OF DIRECTORS;
(6) 2024 PROFIT DISTRIBUTION PLAN;
(7) RE-APPOINTMENT OF THE FINANCIAL AUDITING INSTITUTIONS;
(8) THE GUARANTEE PLAN FOR SUBSIDIARIES FOR 2026; AND
NOTICE OF THE ANNUAL GENERAL MEETING

The annual general meeting of the Company (the "**AGM**") 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 Friday, 27 November 2026. The notice of the AGM is set out on pages 7 to 8 of this circular.

The proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, 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, Wanchai, 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 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.

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

5 November 2026

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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)
"AGM"	the annual general meeting 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 Friday, 27 November 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
"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
Mr. Xie Cheng

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

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) 2025 ANNUAL REPORT;
(2) 2025 REPORT OF THE BOARD OF DIRECTORS;
(3) 2025 PROFIT DISTRIBUTION PLAN;
(4) 2024 ANNUAL REPORT;
(5) 2024 REPORT OF THE BOARD OF DIRECTORS;
(6) 2024 PROFIT DISTRIBUTION PLAN;
(7) RE-APPOINTMENT OF THE FINANCIAL AUDITING INSTITUTIONS;
(8) THE GUARANTEE PLAN FOR SUBSIDIARIES FOR 2026; AND
NOTICE OF THE ANNUAL GENERAL MEETING

I. INTRODUCTION

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 AGM as set out below.

II. MATTERS TO BE CONSIDERED AT THE AGM

The following proposals are to be proposed at the AGM for Shareholders' approval by way of ordinary resolutions:

(1) To consider and approve the 2025 Annual Report.

(2) To consider and approve the report of the Board for 2025.

(3) To consider and approve the profit distribution proposal for 2025.

(4) To consider and approve the 2024 Annual Report.

(5) To consider and approve the report of the Board for 2024.

(6) To consider and approve the profit distribution proposal for 2024.

(7) To consider and approve the re-appointment of the financial auditing institutions.

The following proposal is to be proposed at the AGM for Shareholders' approval by way of a special resolution:

(8) To consider and approve the proposed guarantee plan for subsidiaries for 2026.

Ordinary Resolutions

(1) **To consider and approve the 2025 Annual Report.**

An ordinary resolution will be proposed at the AGM to approve the 2025 Annual Report. Please refer to the 2025 Annual Report published by the Company on the Stock Exchange and the Company's website on 23 September 2026.

(2) **To consider and approve the report of the Board for 2025.**

An ordinary resolution will be proposed at the AGM to approve the report of the Board for 2025. Please refer to the report of the Board set out in the Company's 2025 Annual Report.

(3) **To consider and approve the profit distribution proposal for 2025.**

Having regard to the Company's actual circumstances and its need for sustainable and coordinated future development, the Board does not recommend the payment of a final dividend for the year ended 31 December 2025.

(4) **To consider and approve the 2024 Annual Report.**

An ordinary resolution will be proposed at the AGM to approve the 2024 Annual Report. Please refer to the 2024 Annual Report published by the Company on the Stock Exchange and the Company's website on 23 September 2026.

(5) **To consider and approve the report of the Board for 2024.**

An ordinary resolution will be proposed at the AGM to approve the 2024 report of the Board. Please refer to the report of the Board set out in the Company's 2024 Annual Report.

(6) **To consider and approve the profit distribution proposal for 2024.**

Having regard to the Company's actual circumstances and its need for sustainable and coordinated future development, the Board does not recommend the payment of a final dividend for the year ended 31 December 2024.

(7) To consider and approve the re-appointment of the financial auditing institutions.

CLA Prism Hong Kong Limited (the "**CLA**") has performed its duties with due diligence in auditing the Company's financial statements for 2025 and 2024, completed the audit of the Company's financial statements for 2025 and 2024, and demonstrated good professional conduct and competence, as well as the ability to resolve significant financial matters, which meets the Company's requirements for an audit firm.

The Board proposes to re-appoint CLA as the Company's auditor for Hong Kong Financial Reporting Standards purposes for 2026. The term of appointment shall commence from the date of appointment and end on the date of the Company's 2026 annual general meeting, and the Board is authorised to determine its remuneration based on the actual circumstances of the audit work. The estimated audit fee for the audit of the consolidated financial statements of the Group prepared under Hong Kong Financial Reporting Standards for the financial year ending 31 December 2026, as agreed between the Company and CLA, shall not exceed RMB2.4 million.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and CLA. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses and business plans, the expected scope, timetable and direction of the audit and the time and resources expected to be deployed by the auditors.

Furthermore, the estimated audit fee assumes that there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

The estimated audit fee is preliminary in nature and may be subject to adjustment depending on, among other things, any material changes in the scope of audit work and other relevant factors as the engagement progresses. Unless there is a material change in the basis or assumptions disclosed above, the final audit fee determined after the AGM is not expected to deviate materially from the estimated amount disclosed above.

The above proposal for the appointment of the audit firm for 2026 has been approved by the fifth session of the Board of Directors of the Company at its meeting held on 30 October 2026.

Pursuant to the Articles of Association, the Board will propose an ordinary resolution at the AGM to approve the re-appointment of CLA as the Company's auditor for Hong Kong Financial Reporting Standards purposes for 2026.

Special Resolution

(8) To consider and approve the proposed guarantee plan for subsidiaries for 2026.

As at 31 December 2025, the actual outstanding balance of guarantees provided by the Company for its subsidiaries (directly or indirectly holding more than 50% of the equity) was RMB1.6 billion, of which the outstanding balance of guarantees provided to companies in which it directly or indirectly holds 100% of the equity (the "**wholly-owned subsidiaries**") was RMB1.35 billion, and the guarantees provided to companies in which it directly or indirectly holds more than 50% but less than 100% of the equity (the "**controlling companies**") did not exceed RMB250 million.

To meet the business development needs of the Company's wholly-owned subsidiaries and controlling companies and ensure the continued, steady and sound development of the 2026 business operations, and taking into account the external guarantee work of the Company and its subsidiaries in 2025, it is now proposed that

the guarantees to be provided by the Company for its subsidiaries in 2026 shall not exceed RMB2.5 billion, of which the guarantees to be provided to wholly-owned subsidiaries shall not exceed RMB2 billion, and the guarantees to be provided to controlling companies shall not exceed RMB500 million. The validity period of the external guarantee plan shall be from the date of approval by the shareholders' general meeting in 2025 until the date of the shareholders' general meeting that reviews the next external guarantee plan.

The above guarantee plan is based on estimates of the current business situation and may be subject to minor changes. The above quotas may be mutually adjusted among wholly-owned subsidiaries or controlling companies, but may not be adjusted between wholly-owned subsidiaries and controlling companies, i.e. the guarantee quota for wholly-owned subsidiaries may not be adjusted for use by controlling companies, and the guarantee quota for controlling companies may not be adjusted for use by wholly-owned subsidiaries.

The provision of guarantees for the aforementioned wholly-owned subsidiaries and controlling companies is to meet the needs of business operations. Once the aforementioned guarantees take effect, the external financing of the wholly-owned subsidiaries and controlling companies will be directly reflected in the Company's consolidated financial statements, and the guarantees provided by the Company will not thereby additionally increase the external liabilities of the Group.

The executive Director, Ms. Cheng Juan, is authorised, within the total guarantee quota (including difference-making/top-up guarantees), to allocate and determine the specific project names, quotas and tenors of external guarantees, and to review the relevant legal documents and handle matters relating to the transactions, without the need to submit each item separately to the shareholders' general meeting or the Board for approval. When allocating, determining and reviewing the relevant matters, Ms. Cheng Juan shall act in accordance with the "Hanhua Holding Co., Ltd. External Guarantee System".

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

The annual general meeting of the Company (the "**AGM**") 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 Friday, 27 November 2026. The notice of the AGM is set out on pages 7 to 8 of this circular.

The proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, 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, Wanchai, 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 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.

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the register of H Shareholders will be closed from Tuesday, 24 November 2026 to Friday, 27 November 2026 (both days inclusive), during which no transfer of H Shares will be effected. To ascertain the entitlement of Shareholders to attend and vote at the AGM, the record date is set at Friday, 27 November 2026. H Shareholders who wish to be entitled to attend and vote at the AGM 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 Monday, 23 November 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 resolutions to be considered at the AGM, and no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

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

IV. RECOMMENDATION

The Board considers that the resolutions to be proposed at the AGM 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 AGM.

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.

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

Chongqing, the PRC, 5 November 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 ANNUAL GENERAL MEETING IN 2026

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the **"AGM"**) 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 Friday, 27 November 2026 for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the 2025 Annual Report.
2. To consider and approve the report of the Board for 2025.
3. To consider and approve the profit distribution proposal for 2025.
4. To consider and approve the 2024 Annual Report.
5. To consider and approve the report of the Board for 2024.
6. To consider and approve the profit distribution proposal for 2024.
7. To consider and approve the re-appointment of the financial auditing institutions.

SPECIAL RESOLUTION

8. To consider and approve the guarantee plan for subsidiaries for 2026.

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

Chongqing, the PRC, 5 November 2026

Notes:

1. In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the register of H Shareholders will be closed from Tuesday, 24 November 2026 to Friday, 27 November 2026 (both days inclusive), during which no transfer of H Shares will be effected. To ascertain the entitlement of Shareholders to attend and vote at the AGM, the record date is set at Friday, 27 November 2026. H Shareholders who wish to be entitled to attend and vote at the AGM 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 Monday, 23 November 2026.
2. A Shareholder entitled to attend and vote at the AGM 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 AGM 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, 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof.

5. The AGM is expected to last for not more than half a day. Shareholders (in person or by proxy) attending the AGM shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM 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 AGM 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 AGM 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 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 AGM 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 of the Company is Ms. Cheng Juan; the non-executive Directors are Mr. Zhu Guangbo, Mr. Xi Yao and Mr. Xie Cheng; the independent non-executive Directors are Ms. Zhan Ziqiong, Mr. Wang Zhifeng, Mr. Zhang Weihua and Mr. Liu Haowen; and the employee Director is Ms. Yang Guixiang.