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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

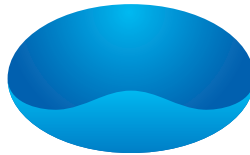
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**CHINA HUIRONG FINANCIAL HOLDINGS LIMITED****中國匯融金融控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 1290)****PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
PROPOSED DECLARATION OF A FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of China Huirong Financial Holdings Limited to be held at the meeting room of the Company, 6th Floor, Building A, No. 288 Yingchun Road, Suzhou, Jiangsu Province, PRC on Tuesday, 28 May 2024 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Sunday, 26 May 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cnhuirong.com>).

References to time and dates in this circular are to Hong Kong time and dates.

29 April 2024

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at the meeting room of the Company, 6th Floor, Building A, No. 288 Yingchun Road, Suzhou, Jiangsu Province, PRC on Tuesday, 28 May 2024 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Annual General Meeting on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company currently in force and adopted by special resolution passed on 12 June 2023 and as amended, supplemented and modified from time to time
“Board”	the board of Directors of the Company
“Company”	China Huirong Financial Holdings Limited 中國匯融金融控股有限公司, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and the PRC Operating Entity (the financial results of which have been consolidated and accounted for as the subsidiary of the Company by virtue of certain contractual arrangements) or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries (or before such associated companies of the Company), the business operated by such subsidiaries or their predecessors (as the case may be)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution No. 9 in the notice of Annual General Meeting as set out on pages 16 to 19 of this circular
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

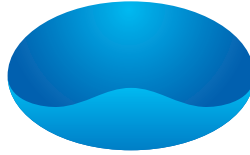
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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“PRC Operating Entity”	Suzhou Wuzhong Pawnshop Co., Ltd.* (蘇州市吳中典當有限責任公司), a limited liability company established under the laws of the PRC on 21 December 1999, formerly known as Wuxian Wuzhong Pawnshop Co., Ltd.* (吳縣市吳中典當行有限公司), a company not owned by the Company but the financial results of which have been consolidated and accounted for as a subsidiary of the Company by virtue of certain contractual arrangements
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	the general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution No. 8 in the notice of Annual General Meeting as set out on pages 16 to 19 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time
“Wuzhong Group”	Jiangsu Wuzhong Group Co. Limited* (江蘇吳中集團有限公司)

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LETTER FROM THE BOARD

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**CHINA HUIRONG FINANCIAL HOLDINGS LIMITED**

**中國匯融金融控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1290)**

*Executive Directors:*

Wu Min  
Qiu Wei  
Zhang Changsong  
Yao Wenjun

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Non-executive Directors:*

Zhang Shu  
Ling Xiaoming

*Principal Place of Business in  
the PRC and Head Office:*

9/F, Building A,  
288 Yingchun Road,  
Suzhou, Jiangsu Province, PRC

*Independent Non-executive Directors:*

Liang Jianhong  
Feng Ke  
Tse Yat Hong

*Principal Place of Business in  
Hong Kong:*

23/F, No. 238 Des Voeux Road  
Central, Hong Kong

Hong Kong, 29 April 2024

*To the Shareholders,*

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
PROPOSED DECLARATION OF A FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

In accordance with Articles 83(2) and 85 of the Articles of Association, subject to the Articles of Association and the Companies Law of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an additional member to the existing Board. No person other than a Director retiring at the general meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the general meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office.

According to Articles 84(1) and (2) of the Articles of Association, 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 but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at the annual general meeting at least once every three years. Any Directors so to retire shall be those of the 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 Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with the Articles of Association and in the opinion of the Board, Mr. Ling Xiaoming, Mr. Liang Jianhong and Ms. Zhang Shu will retire as Directors at the Annual General Meeting. Ms. Zhang Shu confirmed that she will not offer herself for re-election at the Annual General Meeting since she wishes to devote more time and dedication to her other engagements and will retire from her directorship upon conclusion of the Annual General Meeting. Ms. Zhang Shu has confirmed that she has no disagreement with the Board and that there is no matter relating to her retirement that needs to be brought to the attention of the Shareholders. Apart from this, Mr. Ling Xiaoming and Mr. Liang Jianhong, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Liang Jianhong, being an independent non-executive Director, has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules and provided an annual confirmation of independence to the Company. He has exercised impartial judgment and given independent guidance to the Company during his tenure of office. The Board considers he is independent.

As recommended by the Nomination Committee, the Board has nominated Mr. Mao Zhuchun as a candidate for election as a non-executive Director in replacement of Ms. Zhang Shu. Mr. Mao Zhuchun has given written notice to the Company indicating that he is willing to accept the nomination and election.

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## LETTER FROM THE BOARD

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Therefore, the Board proposed to present a resolution at the Annual General Meeting to elect Mr. Mao Zhuchun as a non-executive Director with effect from the date of passing this resolution. Besides, the Board proposed to appoint Mr. Mao Zhuchun as member of the audit committee of the Company with effect from the conclusion of the Annual General Meeting, subject to the approval of the Shareholders of the appointment of Mr. Mao Zhuchun as a non-executive Director.

The Nomination Committee has also reviewed (i) the structure and composition of the Board; (ii) the confirmations and disclosures given by the Directors; (iii) the qualifications, skills and experience, time commitment and contribution of the retiring Directors; and (iv) the independence of all independent non-executive Directors, with reference to the nomination principles, the Company's board diversity policy and corporate strategy, and has recommended to the Board on re-election of all the retiring Directors and the election of the non-executive Director. The Company considers that the retiring Directors to be re-elected and the non-executive Director to be elected will bring valuable business experience, knowledge and professionalism to the Board for its operational efficiency and diversity.

Details of the Directors who are proposed for re-election and director to be elected at the Annual General Meeting are set out in Appendix I and Appendix II to this circular, respectively.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 12 June 2023, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. Therefore, in order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution No. 8 in the notice of the Annual General Meeting (i.e. 109,033,500 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix III to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 12 June 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. Therefore, in order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the ordinary resolution No. 9 in the notice of Annual General Meeting (i.e. 218,067,000

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## LETTER FROM THE BOARD

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Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the aggregate number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

### 5. PROPOSED DECLARATION OF A FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.02 per Share for the year ended 31 December 2023, conditional upon the passing of the ordinary resolution No. 2 by the Shareholders at the Annual General Meeting.

The register of members will be closed from Wednesday, 22 May 2024 to Tuesday, 28 May 2024 (both dates inclusive) and from Tuesday, 4 June 2024 to Wednesday, 5 June 2024 (both dates inclusive), during which periods no transfer of shares will be registered. The final dividend will be paid to the Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 5 June 2024 and the final dividend will be paid on or before Friday, 28 June 2024.

In order to qualify for the proposed final dividend (subject to the approval by Shareholders at the Annual General Meeting), all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited for registration by 4:30 p.m. on Monday, 3 June 2024.

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting to be held at the meeting room of the Company, 6th Floor, Building A, No. 288 Yingchun Road, Suzhou, Jiangsu Province, PRC on Tuesday, 28 May 2024 at 10:00 a.m. is set out on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the re-election and election of Directors, granting of the Share Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate and the declaration of a final dividend.

Pursuant to 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, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cnhuirong.com>). To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong



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## LETTER FROM THE BOARD

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Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Sunday, 26 May 2024) or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election and election of Directors, granting of the Share Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate and the declaration of a final dividend are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
By Order of the Board  
**China Huirong Financial Holdings Limited**  
**Wu Min**  
*Chairman of the Board*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

**(1) Mr. Ling Xiaoming (“Mr. Ling”)**

*Position and Experience*

**Mr. Ling Xiaoming** (凌曉明), aged 51, was appointed as a non-executive Director of the Company on 28 May 2018. Mr. Ling has over 20 years of experience in the legal profession. Mr. Ling has been the chief risk officer of Wuzhong Group since February 2018. He served as a general manager of the legal department of Wuzhong Group from May 2016 to February 2018. Mr. Ling worked in the judiciary system of the Jiangsu Province for approximately 20 years and held various positions such as judge and presiding judge of different courts from August 1995 to April 2016. Mr. Ling received the Bachelor of Law from East China University of Political Science and Law (華東政法大學), formerly known as East China University of Politics and Law (華東政法學院), in 1995, and the Master of Law from Jilin University (吉林大學) in 2007. Mr. Ling qualified as a lawyer in the People’s Republic of China in 2017.

Mr. Ling did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

Mr. Ling entered into a letter of appointment with the Company on 28 May 2021 for a term of three years, unless terminated by not less than two calendar months’ notice in writing served by either party on the other. He is also subject to retirement by rotation and is eligible for re-election at the annual general meeting in accordance with the Articles of Association. If Mr. Ling is re-elected at the Annual General Meeting, the Company intends to enter into a new letter of appointment with Mr. Ling for a term of three years with the same terms.

*Relationships*

As far as the Directors are aware, Mr. Ling does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

Mr. Ling was not interested or deemed to be interested in any Shares or underlying Shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

*Director's Emoluments*

Mr. Ling will not receive any emolument from the Company in his capacity as a Director.

*Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders*

There is no other information which is discloseable nor is Mr. Ling involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ling that need to be brought to the attention of the Shareholders.

**(2) Mr. Liang Jianhong (“Mr. Liang”)***Position and Experience*

**Mr. Liang Jianhong (梁劍虹)**, aged 46, was appointed as an independent non-executive Director on 28 May 2021. Mr. Liang obtained his bachelor's degree in Engineering from Zhejiang University in June 1997 and master's degree in Economics from East China Normal University in Shanghai in June 2001. Mr. Liang was employed at the investment banking department of BOCI Securities Limited from July 2001 to August 2004, and worked in the investment banking department of UBS AG Hong Kong Branch from August 2004 to April 2006. From April 2006 to March 2013, Mr. Liang served as an executive director in the China investment banking department of J.P. Morgan Securities (Asia Pacific) Limited. From January 2014 to April 2019, Mr. Liang worked at China Securities (International) Finance Holding Company Limited, successively serving as the co-head of the investment banking department and a director of China Securities (International) Corporate Finance Company Limited. In April 2019, Mr. Liang founded Future Finance Limited (未來金融有限公司) and has served as its chief operating officer since.

Mr. Liang did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

Mr. Liang Jianhong entered into a service contract with the Company on 28 May 2021 for a term of three years, unless terminated by not less than two calendar months' notice in writing served by either party on the other. He is also subject to retirement by rotation and is eligible for reelection at the annual general meeting in accordance with the Articles of Association. If Mr. Liang is re-elected at the Annual General Meeting, the Company intends to enter into a new service contract with Mr. Liang for a term of three years with the same terms.

*Relationships*

As far as the Directors are aware, Mr. Liang does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

Mr. Liang was not interested or deemed to be interested in any Shares or underlying Shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

*Director's Emoluments*

According to the service contract entered between the Company and Mr. Liang, the basic emolument for Mr. Liang is HK\$350,000 per annum. The Director's emoluments are recommended by the remuneration committee of the Company with reference to salaries paid by comparable companies, his time commitment and responsibilities, the performance of the Group, and determined based on the remuneration and compensation packages of the Directors and senior management of the Company.

*Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders*

There is no other information which is discloseable nor is Mr. Liang involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Liang that need to be brought to the attention of the Shareholders.

*The following are details of the director proposed to be elected at the Annual General Meeting.*

**(1) Mr. Mao Zhuchun (“Mr. Mao”)**

*Position and Experience*

Mr. Mao, aged 50, was appointed as an assistant lecturer in the Department of Economics and Management of Jiangnan University since July 1998 until July 2003. From July 2003 to January 2008, Mr. Mao was a manager of the asset audit department of the Wuzhong Group (formerly known as Jiangsu Wuzhong Group Co.\* (江蘇吳中集團公司)). From January 2008 to April 2012, he was the chief financial officer of the Wuzhong Group, where his responsibilities include overall financial management and control and accounting system of Wuzhong Group and its then subsidiary, Suzhou Wuzhong Pawnshop Co., Ltd.\* (蘇州市吳中典當有限責任公司) (formerly known as Wuxian Wuzhong Pawnshop Co., Ltd.\* (吳縣市吳中典當行有限公司)).

From 17 May 2012 to 1 January 2016, Mr. Mao was an executive director and the chief financial officer of the Company responsible for the overall financial management and control and accounting of the Company. From 1 January 2016 to 13 March 2023, Mr. Mao was the chief financial officer of Wuzhong Group. From 13 March 2023 to 28 February 2024, Mr. Mao was the vice president and the chief financial officer of Wuzhong Group. Since 28 February 2024, Mr. Mao has been the executive vice president and the chief financial officer of Wuzhong Group.

Mr. Mao graduated from Shaanxi Institute of Finance and Economics\* (陝西財經學院) in July 1997 with a bachelor’s degree in finance. In June 2013, Mr. Mao completed the Executive Master of Business Administration (EMBA) programme of Xi’an Jiaotong University\* (西安交通大學) with an EMBA degree. Mr. Mao has been a non-practicing member of the Chinese Institute of Certified Public Accountants since December 2001.

*Length of Service*

If Mr. Mao is elected as a non-executive Director at the forthcoming Annual General Meeting, the Company will enter into a letter of appointment with him for a term of three years which may be terminated by not less than two calendar months’ notice in writing served by either party on the other. His appointment will be subject to the provision of re-election and rotation of directors in accordance with the Articles of Association.

*Relationships*

As far as the Directors are aware, Mr. Mao does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

Mr. Mao was not interested or deemed to be interested in any Shares or underlying Shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

*Director's Emoluments*

Mr. Mao will not receive any emolument from the Company in his capacity as a Director.

*Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders*

There is no other information which is discloseable nor is Mr. Mao involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Mao that need to be brought to the attention of the Shareholders.

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,090,335,000 Shares.

Subject to the passing of the ordinary resolution No. 8 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,090,335,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, an aggregate of up to 109,033,500 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that granting of the Share Buy-back Mandate is in the best interests of the Company and its Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its memorandum and articles of association, the laws of Cayman Islands and/or any other applicable laws, as the case may be. The Company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by its articles of association and subject to the provisions of the Companies Act, out of capital under certain circumstances. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by its articles of association and subject to the provisions of the Companies Act, out of capital under certain circumstances.

**4. IMPACT OF SHARE BUY-BACK**

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. PRICES OF SHARES**

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the past twelve months are as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	1.060	1.010
May	1.060	0.990
June	1.110	1.000
July	1.100	1.020
August	1.080	0.960
September	1.050	0.920
October	1.010	0.890
November	0.990	0.930
December	0.960	0.870
<b>2024</b>		
January	1.020	0.940
February	0.980	0.700
March	0.980	0.850
April (as of the Latest Practicable Date)	0.950	0.850

**6. GENERAL**

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that granting of the Share Buy-back Mandate is approved by the Shareholders.



The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

The Company confirms that the explanatory statement set out in this appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Share Buy-back Mandate has any unusual features.

## **7. TAKEOVERS CODES**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zhu Tianxiao ("Mr. Zhu"), the controlling shareholder (as defined in the Listing Rules) of the Company, was interested in 325,000,000 Shares (which are held through Xilai Investment Co., Ltd and Xiaolai Investment Co., Ltd, being two companies beneficially owned by Mr. Zhu), representing approximately 29.8% of the issued shares of the Company. In the event that the Directors exercise the power to buy back Shares under the proposed Share Buy-back Mandate in full, the total shareholdings of Mr. Zhu would be increased to approximately 33.1% of the issued shares of the Company, thus giving rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes.

The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

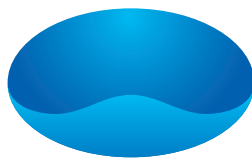
## **8. SHARES BUY-BACK MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA HUIRONG FINANCIAL HOLDINGS LIMITED

中國匯融金融控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1290)**

**Notice is hereby given** that the annual general meeting of China Huirong Financial Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 28 May 2024 at the meeting room of the Company, 6th Floor, Building A, No. 288 Yingchun Road, Suzhou, Jiangsu Province, PRC for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HK\$0.02 per share for the year ended 31 December 2023.
3. To re-elect Mr. Ling Xiaoming as a non-executive director of the Company.
4. To re-elect Mr. Liang Jianhong as an independent non-executive director of the Company.
5. To elect Mr. Mao Zhuchun as a non-executive director of the Company with effect from the date of passing of this resolution.
6. To authorise the board of directors of the Company to fix the respective directors’ remuneration.
7. To re-appoint RSM Hong Kong as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the total number of shares which may be bought back by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or other applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers under all applicable laws, rules and regulations during or after the Relevant Period (as defined below);

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company;

(iii) the exercise of options under a share option scheme of the Company; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iv) any scrip dividend scheme 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 articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

- 10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions No. 8 and 9 in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution No. 9 in the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares bought back by the Company pursuant to the mandate referred to in the resolution No. 8 in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the

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## NOTICE OF ANNUAL GENERAL MEETING

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Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

Yours faithfully  
By Order of the Board  
**China Huirong Financial Holdings Limited**  
**Wu Min**  
*Chairman of the Board*

Hong Kong, 29 April 2024

*Notes:*

1. All resolutions at the annual general meeting (the “**Meeting**”) (except those relate purely to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the Meeting may decide, in good faith) will be taken by a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend the Meeting and vote on a poll on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 10:00 a.m. on Sunday, 26 May 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Wednesday, 22 May 2024 to Tuesday, 28 May 2024 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Tuesday, 21 May 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.