



中國華融資產管理股份有限公司

China Huarong Asset Management Co., Ltd.*

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

Procedures for Shareholders to Propose Directors for Election

The shareholders of China Huarong Asset Management Co., Ltd. (the “**Company**”) shall propose the candidate(s) of the director(s)/independent director(s) according to the following procedures:

According to Article 135 of the Articles of Association of China Huarong Asset Management Co., Ltd. (the “**AOA**”), the nomination of directors (other than independent directors) by the shareholders and the procedures are set forth as follows:

- (1) the candidates of directors shall be nominated by proposals submitted by the shareholders individually or jointly holding 5% or more of the total number of the shares of the Company with voting rights, attached with written materials including their basic information and biographies. The candidates of directors shall deliver a notice to the Company no later than 7 days prior to the convening of the shareholders’ general meeting, and no earlier than the day after the notice of the meeting for the election is delivered;
- (2) The nomination committee of the board of directors shall preliminarily examine the eligibility of the candidates of directors and the qualified candidates shall be considered by the board of directors. Upon the approval of the board of directors, the candidates of directors shall be nominated in the form of written proposal at the shareholders’ general meeting;
- (3) a candidate of director shall, at least fourteen days prior to the convening of the shareholders’ general meeting, give a written undertaking letter that he/she agrees to accept the nomination and that the personal information as publicly disclosed is true and complete, and warrants that he/she will duly perform his/her obligations as a director after he/she is elected. A written notice of the intention to nominate a candidate of director and the candidate’s willingness to be elected and the written materials of the candidate’s basic information shall be delivered to the Company no later than 7 days prior to the convening of the shareholder’s general meeting and no earlier than the day after the notice of the meeting for the election is delivered;
- (4) the board of directors shall disclose the detailed information on the candidates of directors at least seven days before the convening of the shareholder’s general meeting, to ensure shareholders to obtain adequate knowledge about the candidates when casting their votes;
- (5) the shareholders’ general meeting shall vote on the election of the candidates of directors one by one;

* For identification purpose only.

- (6) In case of any casual vacancy of directors, candidates shall be nominated by the nomination committee of the board of directors or shareholders in compliance with the requirements of nomination. Upon the approval of the board of directors, the election or replacement shall be approved at the shareholders' general meeting.

According to Article 152 of the AOA, independent directors shall be nominated by the board of directors, the board of supervisors or shareholders individually or jointly holding 1% or more of the shares with voting rights of the Company and shall be elected at the shareholders' general meeting.