
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Hanking Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, other agent or other licensed securities dealer through whom the sale 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.



罕王
HANKING

CHINA HANKING HOLDINGS LIMITED
中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China Hanking Holdings Limited to be held at Multi-function Room, Sheraton Shenyang South City Hotel, No. 101-1 Shenzhong Avenue, Hunnan New District, Shenyang City, Liaoning Province, the PRC on Thursday, 28 May 2015 at 9:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Company (www.hankingmining.com) and of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if they so wish.

23 April 2015

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. General Mandate	4
3. Repurchase Mandate	4
4. Re-election of Retiring Directors	4
5. Notice of Annual General Meeting	5
6. Form of Proxy	5
7. Responsibility Statement	6
8. General	6
9. Recommendation	6
Appendix I – Details of Directors Proposed for Re-election	I-1
Appendix II – Explanatory Statement	II-1
Notice of Annual General Meeting	AGM-1

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Multi-function Room, Sheraton Shenyang South City Hotel, No. 101-1 Shenzhong Avenue, Hunnan New District, Shenyang City, Liaoning Province, the PRC on Thursday, 28 May 2015 at 9:00 a.m., or any adjournment thereof and notice of which is set out on pages AGM-1 to AGM-5 of this circular
“Articles of Association”	the articles of association of the Company effective on 30 September 2011, and as amended or supplemented from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	China Hanking Holdings Limited, an exempted company incorporated on 2 August 2010 with limited liability under the laws of the Cayman Islands, whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such general mandate, which general mandate is to be extended by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such repurchase mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



罕王
HANKING

CHINA HANKING HOLDINGS LIMITED
中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

Executive Directors:

Mr. Pan Guocheng
Mr. Yang Jiye
Mr. Zheng Xuezhi
Mr. Xia Zhuo
Mr. Qiu Yumin

Registered office:

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

Non-executive Directors:

Ms. Yang Min
Mr. Kenneth Jue Lee
Mr. Lan Fusheng

Headquarters in the PRC:

No. 227, Qingnian Street
Shenhe District
Shenyang 110016
Liaoning Province
PRC

Independent Non-executive Directors:

Mr. Wang Ping
Mr. Johnson Chi-King Fu
Mr. Wang Anjian
Mr. Jiang Zhouhua

Principal place of business in Hong Kong :

36/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

23 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposals to be put forward at the Annual General Meeting for the granting of the General Mandate and the Repurchase Mandate, the extension of the General Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and the re-election of the retiring Directors, together with the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the share capital of the Company in issue comprised 1,830,000,000 Shares. Subject to the passing of the relevant resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue up to 366,000,000 Shares pursuant to the General Mandate.

Subject to approval by a separate resolution at the Annual General Meeting, the number of Shares purchased by the Company under the Repurchase Mandate will be added to extend the General Mandate provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate.

REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

Subject to the approval of the above resolutions by the Shareholders at the Annual General Meeting, the General Mandate and the Repurchase Mandate will expire at 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 any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authorities by an ordinary resolution of the Shareholders at a general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84(1) of the Articles of Association, Mr. Pan Guocheng, Mr. Kenneth Jue Lee, Mr. Lan Fusheng and Mr. Johnson Chi-King Fu will retire by rotation at the Annual General Meeting. Mr. Pan Guocheng, Mr. Kenneth Jue Lee and Mr. Lan Fusheng, being eligible, offered themselves for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

Mr. Johnson Chi-King Fu ("Mr. Fu") will not offer himself for re-election due to his personal commitments on his other business and accordingly will retire as an independent non-executive Director upon the conclusion of the Annual General Meeting. Following his retirement, Mr. Fu also ceases to be a member of the nomination committee and audit committee of the Company. Mr. Fu has confirmed that he has no disagreement with the Board and there are no any matters in respect of his retirement that need to be brought to the attention of the Shareholders. The Board would like to take this opportunity to thank Mr. Fu for his valuable contributions and service to the Company during his tenure of office.

In accordance with article 83(3) of the Articles of Association, Mr. Jiang Zhouhua will retire and being eligible, offered himself for re-election as Director at the Annual General Meeting.

Details of the retiring Directors who offered themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 of this circular is the notice of the Annual General Meeting at which, among others, ordinary resolutions will be proposed to Shareholders to consider and approve the granting to the Directors the General Mandate and the Repurchase Mandate, the extension of the General Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and the re-election of the retiring Directors.

No Shareholder is required to abstain from voting at the Annual General Meeting.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Company at www.hankingmining.com and the Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE BOARD

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 purpose 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.

GENERAL

The English text of this circular, the notice of the Annual General Meeting and the form of proxy for use at the Annual General Meeting shall prevail over the Chinese text in case of inconsistency.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors the General Mandate and the Repurchase Mandate, the extension of the General Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and the re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore 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 Hanking Holdings Limited
Pan Guocheng
Chairman and executive Director

The followings are the particulars of the retiring Directors who offered themselves for re-election at the Annual General Meeting.

Mr. Pan Guocheng (“Mr. Pan”), aged 58, is an executive Director and the chairman of the Board. He is responsible for the overall operation and development strategy of the Group as well as supervision on the execution and implementation of the strategies by the management. Currently, he is the director of Fushun Hanking Aoni Mining Limited, Shenyang Toyo Steel Utility Co., Ltd, Hanking Australia Pty Ltd and Hanking Gold Mining Pty Ltd and the supervisor of PT Karyatama Konawe Utara, PT Konutara Prima, PT Konutara Sejati and PT Hanking Makmur Nickel Smelt. Being in his previous and current positions in the Group, Mr. Pan has obtained more than 24 years of experience in operation management and project development from mining companies. As at the Latest Practicable Date, Mr. Pan and Ms. Pan Guoying jointly and beneficially held equitable interests in 4,200,000 Shares, representing approximately 0.23% of the issued share capital of the Company.

Mr. Pan has entered into a director service agreement with the Company for a term of three years commencing from 17 March 2015 which is subject to termination in accordance with the terms thereof. Mr. Pan’s directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. The Director’s fee of Mr. Pan is RMB3,000,000 per year, and his annual emolument would be determined with reference to various factors such as his duties and performance as well as comparable market conditions and based on the recommendation from the remuneration committee of the Company and subject to the annual review conducted by the remuneration committee of the Company.

Mr. Kenneth Jue Lee (“Mr. Lee”), aged 47, is a non-executive Director. He is a partner at SAIF Partners. As at the Latest Practicable Date, SAIF Partners IV L.P. beneficially held 93,107,000 Shares, representing approximately 5.1% of the issued capital of the Company. Currently, Mr. Lee is also a non-executive director on the boards of Sinovac Biotech Ltd. (NASDAQ-GM:SVA), Yayi International Inc. (OTC: YYIN) and China Polymetallic Mining Limited (SEHK: 02133). He has over 16 years of experience across private equity investment, corporate finance and business development in China.

Mr. Lee has entered into a director service agreement with the Company for a term of three years commencing from 17 March 2015 which is subject to termination in accordance with the terms thereof. Mr. Lee’s directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. The Director’s fee of Mr. Lee is HK\$200,000 per year, and his annual emolument would be determined with reference to various factors such as his duties and performance as well as comparable market conditions and based on the recommendation from the remuneration committee of the Company and subject to the annual review conducted by the remuneration committee of the Company.

Mr. Lan Fusheng (“Mr. Lan”), aged 50, is a non-executive Director. He is currently serving as an executive director of Zijin Mining Group Co., Ltd. (SEHK: 2899; SSE: 601899) and the chairman of the board of directors of Gold Mountains (Hong Kong) International Mining Co., Ltd. As at the Latest Practicable Date, Gold Mountains (Hong Kong) International Mining Co., Ltd beneficially held 62,071,000 Shares, representing approximately 3.4% of the issued share capital of the Company. Mr. Lan has more than 30 years of experience in geological exploration and investment.

Mr. Lan has entered into a director service agreement with the Company for a term of three years commencing from 17 March 2015 which is subject to termination in accordance with the terms thereof. Mr. Lan's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. The Director's fee of Mr. Lan is HK\$200,000 per year, and his annual emolument would be determined with reference to various factors such as his duties and performance as well as comparable market conditions and based on the recommendation from the remuneration committee of the Company and subject to the annual review conducted by the remuneration committee of the Company.

Mr. Jiang Zhouhua ("Mr. Jiang"), aged 51, was appointed as an independent non-executive Director on 30 October 2014. At present, Mr. Jiang is a professor and doctoral supervisor in Iron and Steel Metallurgy Research Institute of Materials and Metallurgy School of Northeastern University. In addition, he also serves as a director of Liaoning Provincial Special Steel Electrometallurgy Engineering Technology Research Center, honorary professor in National Metallurgical Academy of Ukraine, editorial board member of the International Journal of Minerals, Metallurgy and Materials, the magazine of Iron & Steel (《鋼鐵》), the Journal of Iron and Steel Research (《鋼鐵研究學報》) and the magazine of Special Steel (《特殊鋼》) and a member of the Sixth Session Academic Committee of Stainless Steel and Heat-resistant Steel under the Special Steel Institute of the Chinese Society for Metals. Mr. Jiang has extensive experience and qualifications in metallurgy fields.

Mr. Jiang has entered into a director service agreement with the Company for a term of three years commencing from 17 March 2015 which is subject to termination in accordance with the terms thereof. Mr. Jiang's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. The Director's fee of Mr. Jiang is HK\$144,000 per year, and his annual emolument would be determined with reference to various factors such as his duties and performance as well as comparable market conditions and based on the recommendation from the remuneration committee of the Company and subject to the annual review conducted by the remuneration committee of the Company.

Save as disclosed above and as at the Latest Practicable Date, none of the Directors mentioned above had and was deemed to have any interest or short position in any Shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor did they have any interest in the debenture of the Company and its associated corporations.

Save as disclosed above and immediately before the Latest Practicable Date, none of the Directors mentioned above has held any directorships in any other listed public companies in the last three years or any other positions with the Company or other members of the Group, nor did they have any other relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other matter regarding the re-election of these Directors that needs to be brought to the attention of the Shareholders, nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders by the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the share capital of the Company in issue comprised 1,830,000,000 Shares of nominal value of HK\$0.10 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 183,000,000 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Under the laws of the Cayman Islands, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital. 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 authorised by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have an adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Yang Min ("Ms. Yang") was deemed to be interested in a long position of 774,195,166 Shares and Mr. Yang Jiye ("Mr. Yang"), the son of Ms. Yang, was deemed to be interested in a long position of 424,360,500 Shares within the meaning of Part XV of the SFO, representing a total of approximately 65.49% of the issued share capital of the Company. In the event that the Directors exercised in full the Repurchase Mandate, the aggregate interests of Ms. Yang and Mr. Yang in the Company will be increased to approximately 72.77% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 calendar months preceding the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2014		
April	1.23	1.09
May	1.37	1.20
June	1.31	1.20
July	1.29	1.10
August	1.29	1.07
September	1.44	1.19
October	1.41	1.25
November	1.43	1.29
December	1.36	1.23
2015		
January	1.33	1.27
February	1.39	1.27
March	1.66	1.37
April (up to the Latest Practicable Date)	2.70	1.64

NOTICE OF ANNUAL GENERAL MEETING



罕王
HANKING

CHINA HANKING HOLDINGS LIMITED

中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Hanking Holdings Limited (the “Company”) will be held at Multi-function Room, Sheraton Shenyang South City Hotel, No. 101-1 Shenzhong Avenue, Hunnan New District, Shenyang City, Liaoning Province, the PRC on Thursday, 28 May 2015 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications). Unless indicated otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 April 2015.

Ordinary business

1. To consider and approve the audited consolidated financial statements of the Company and the reports of the Directors and auditors of the Company for the year ended 31 December 2014.
2. (A) Each as a separate resolution, to re-elect the following retiring Directors:
 - (i) To re-elect Mr. Pan Guocheng as an executive Director.
 - (ii) To re-elect Mr. Kenneth Jue Lee as a non-executive Director.
 - (iii) To re-elect Mr. Lan Fusheng as a non-executive Director.
 - (iv) To re-elect Mr. Jiang Zhouhua as an independent non-executive Director.
- (B) To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) the grant or exercise of any option under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (c) any scrip dividend 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 in force from time to time; or (d) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting of the Company; and
- (b) “Rights Issue” means an offer of shares in the share capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the share capital of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”
- (B) **“That:**
- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;
 - (ii) the aggregate nominal amount of the shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
 - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.”
- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board
China Hanking Holdings Limited
Pan Guocheng
Chairman and executive Director

23 April 2015

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

Principal place of business in Hong Kong:
36/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Ordinary resolution numbered 4(C) will be proposed to the Shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the Shareholders.
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Thursday, 21 May 2015 to Thursday, 28 May 2015, both days inclusive, in order to determine the entitlement of Shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 20 May 2015.
- (vi) In respect of ordinary resolutions numbered 2 above, Mr. Pan Guocheng, Mr. Kenneth Jue Lee, Mr. Lan Fusheng and Mr. Jiang Zhouhua, shall retire by rotation at the annual general meeting of the Company and being eligible, have offered themselves for re-election at the annual general meeting of the Company. Details of the above retiring directors are set out in Appendix I to the accompanied circular of the Company dated 23 April 2015.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate for the benefits of the Company and Shareholders as a whole. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular of the Company dated 23 April 2015.

As at the date of this announcement, the executive Directors are Mr. Pan Guocheng, Mr. Yang Jiye, Mr. Zheng Xuezhi, Mr. Xia Zhuo and Mr. Qiu Yumin; the non-executive Directors are Ms. Yang Min, Mr. Lan Fusheng and Mr. Kenneth Jue Lee; and the independent non-executive Directors are Mr. Wang Ping, Mr. Johnson Chi-King Fu, Mr. Wang Anjian and Mr. Jiang Zhouhua.