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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)

CHANGE IN SHAREHOLDING

PROPOSED ACQUISITION

This announcement is made by China Hanking Holdings Limited (the “**Company**”) on a voluntary basis.

The Company has been informed that Mr. Yang Jiye (楊繼野) (“**Mr. Yang**”), a controlling shareholder and an executive director of the Company, intends to acquire (by himself or via Tuochuan Capital Limited (“**Tuochuan Capital**”, a company incorporated in the British Virgin Islands and wholly owned by Mr. Yang) on exchange such number of shares in the Company representing approximately 3.5% to 4% of the total issued shares of the Company (the “**Proposed Acquisition**”).

As at the date of this announcement, Mr. Yang and Ms. Yang Min (楊敏) (“**Ms. Yang**”, the mother of Mr. Yang and a controlling shareholder of the Company) have an aggregate interest in the voting rights of approximately 66.90% of the total issued shares of the Company, of which Mr. Yang holds interest in the voting rights of approximately 34.12% of the total issued shares of the Company.

Upon completion of the Proposed Acquisition, Mr. Yang will hold interest in the voting rights of up to approximately 38.12% of the total issued shares of the Company and Mr. Yang and Ms. Yang will collectively have interest in the voting rights of up to approximately 70.9% of the total issued shares of the Company.

IMPLICATIONS UNDER THE TAKEOVERS CODE

As Mr. Yang holds not less than 30% but not more than 50% of the voting rights of the Company, and the Proposed Acquisition will result in increasing Mr. Yang's holding of voting rights of the Company by more than 2% from the lowest percentage holding of Mr. Yang in the 12 month period ending on and inclusive of the date of completion of the Proposed Acquisition, Mr. Yang and/or Tuochuan Capital (as potential purchaser of the shares involved in the Proposed Acquisition) are required to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**") unless a waiver is granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director (the "**Executive**").

Mr. Yang and Tuochuan Capital have applied for, and the Executive has granted, a waiver pursuant to Note 6(b) to Rule 26.1 of the Takeovers Code of the obligation of Tuochuan Capital and/or Mr. Yang to make a general offer for the shares of the Company arising from the Proposed Acquisition.

By order of the Board
China Hanking Holdings Limited
Yang Jiye
Chairman and Executive Director

Shenyang, the PRC, 28 September 2016

As at the date of this announcement, the executive directors of the Company are Mr. Yang Jiye, Dr. Pan Guocheng, Mr. Zheng Xuezhi, Dr. Qiu Yumin and Mr. Xia Zhuo; the non-executive director of the Company is Mr. Kenneth Jue Lee; and the independent non-executive directors of the Company are Mr. Wang Ping, Mr. Wang Anjian and Mr. Ma Qingshan.