

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 22nd Floor Conference Room, Hanking Tower, No. 227, Qingnian Avenue, Shenhe District, Shenyang City, Liaoning Province, PRC on Monday, 21 May 2012 at 9:30 a.m. is set out on pages 17 to 22 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 website 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 Shareholders from attending and voting at the Annual General Meeting if they so wish.

13 April 2012

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. General Mandate to Issue Shares	4
3. Repurchase Mandate to Repurchase Shares	4
4. Re-election of Retiring Directors	5
5. Notice of Annual General Meeting	5
6. Form of Proxy	5
7. Voting by Poll	5
8. General	6
9. Responsibility Statement	6
10. Recommendation	6
Appendix I — Details of Directors Proposed for Re-Election	7
Appendix II — Explanatory Statement	14
Notice of Annual General Meeting	17

DEFINITIONS

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 22nd Floor Conference Room, Hanking Tower, No. 227, Qingnian Avenue, Shenhe District, Shenyang City, Liaoning Province, PRC on Monday, 21 May 2012 at 9:30 a.m., or any adjournment thereof and notice of which is set out on pages 17 to 22 of this circular
“Articles of Association”	the articles of association of the Company adopted on 16 September 2011 and effective on 30 September 2011 (the date of commencement of trading of shares of the Company on the Stock Exchange), and as amended or supplemented from time to time
“Board”	the board of Directors
“Company”	China Hanking Holdings Limited, an exempted company incorporated on 2 August 2010 with limited liability under the laws of the Cayman Islands, with its shares listed on the Main Board of the Stock Exchange
“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
“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 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 April 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	30 September 2011, being the date of listing of the Company’s shares on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate
“Securities and Futures Ordinance”	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

LETTER FROM THE BOARD



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. Zheng Xuezhong
Mr. Xia Zhuo
Mr. Qiu Yumin

Non-executive Directors:

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

Independent Non-executive Directors:

Mr. Chen Yuchuan
Mr. Wang Ping
Mr. Johnson Chi-King Fu
Mr. Wang Anjian

Registered office:

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

Headquarters in the PRC:

No. 227, Qingnian Street
Shenhe District
Shenyang 110015
Liaoning Province
PRC

*Principal place of business in
Hong Kong:*

8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

13 April 2012

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 give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the General Mandate to issue Shares and the extension of the General Mandate to issue Shares by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate and the Repurchase Mandate to repurchase Shares; and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 5(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,830,000,000 Shares. Subject to the passing of the ordinary resolution no. 5(A) 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 a maximum of 366,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 5(C), the number of Shares purchased by the Company under ordinary resolution no. 5(B) will also be added to extend the 20 per cent of the General Mandate as mentioned in the ordinary resolution no. 5(A) provided that such additional amount shall not exceed 10 per cent 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. The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

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 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This 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 proposals 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; 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 by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 84(1) and 83(3) of the Articles of Association, Mr. Pan Guocheng, Mr. Zheng Xuezhi, Mr. Xia Zhuo, Mr. Qiu Yumin, Ms. Yang Min, Mr. Yang Jiye, Mr. Lan Fusheng, Mr. Kenneth Jue Lee, Mr. Chen Yuchuan, Mr. Wang Ping, Mr. Johnson Chi-King Fu and Mr. Wang Anjian will retire from the Board at the Annual General Meeting and have offered themselves for re-election as Directors at the Annual General Meeting.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 22 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 grant to the Directors of the General Mandate to issue Shares and the extension of the General Mandate to issue Shares by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate and the Repurchase Mandate to repurchase Shares 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 website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at 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. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

VOTING BY POLL

Pursuant to article 66 of the Articles of Association and Rule 13.39(4) of the Listing Rules, at the Annual General Meeting all of the resolutions put to vote are to be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way.

The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting.

The poll results will be published on the Company's website at www.hankingmining.com and the Stock Exchange's website at www.hkexnews.hk after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

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.

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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate to issue Shares and the extension of the General Mandate to issue Shares by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, the Repurchase Mandate to repurchase Shares and the re-election of the retiring Directors are in the best interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

China Hanking Holdings Limited

Yang Min

Chairlady and non-executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Each of the executive Directors and non-executive Directors, other than Mr. Qiu Yumin, Mr. Lan Fusheng and Mr. Kenneth Jue Lee, has entered into a service contract with the Company on 16 June 2011. The principal particulars of these service agreements are (a) for a term of three years commencing from Listing Date and (b) are subject to termination in accordance with their respective terms. The service agreements may be renewed in accordance with the Articles of Association and the applicable rules. Each of Mr. Qiu Yumin, Mr. Lan Fusheng and Mr. Kenneth Jue Lee has entered into a service contract with the Company on 30 January 2012 respectively. The principal particulars of these service agreements are (a) subject to renewal for another three years automatically from 30 January 2012 and up to the date of the Annual General Meeting if being elected on the Annual General Meeting, and (b) subject to termination in accordance with their respective terms. The service contract may be renewed in accordance with the Articles of Association and the applicable rules.

Each of the independent non-executive Directors, other than Mr. Chen Yuchuan and Mr. Wang Anjian, has signed an appointment letter with the Company on 16 June 2011. Mr. Chen Yuchuan signed his appointment letter on 16 September 2011. The principal particulars of these appointment letters are (a) for a term of three years commencing from Listing Date and (b) are subject to termination in accordance with their respective terms. The appointment may be renewed in accordance with the Articles of Association and the applicable rules. Mr. Wang Anjian has signed an appointment letter with the Company on 30 January 2012. The principal particulars of this appointment letter are (a) subject to renewal for another three years automatically from 30 January 2012 and up to the date of the Annual General Meeting if being elected on the Annual General Meeting, and (b) subject to termination in accordance with their respective terms. The service contract may be renewed in accordance with the Articles of Association and the applicable rules.

The remuneration of the respective Directors are set out in the respective biography below.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, no Director holds any position with the Company or any other member of the Company's group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, no Director has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Executive Directors

Mr. Pan Guocheng, aged 55, is an executive Director. He is also chief executive officer and president of our Company and is responsible for general management and daily operation of our Group. Mr. Pan Guocheng joined Hanking Group Co., Limited (罕王實業集團有限公司) (“Hanking Group”) in 2005. From June 2005 to July 2006, he served as president of Hanking Group and Fushun Hanking Mining Co., Ltd.. He has been serving as president of Hanking Group and Fushun Hanking Aoni Mining Limited (撫順罕王傲牛礦業股份有限公司) (“Aoni Mining”) since October 2008 and November 2008, respectively. Prior to joining our Group, Mr. Pan Guocheng held positions (including management positions) with various organizations, including director of technical development department at AngloGold North America, president of GeoSight, Inc. and China general manager of Golden Fields (BVI) Ltd.. With his previous and current positions with our Group, Mr. Pan Guocheng has obtained more than 21 years experience in operation and management of mining companies. He has published papers and reports in the areas of mineral exploration, mining engineering, mining reserve estimate, economic evaluation and resource modeling. In particular, he published the academic work entitled “Information Synthesis for Mineral Exploration” as the first co-author through Oxford University Press in 2000. Mr. Pan Guocheng received the prestigious President Prize for 1990 by International Association for Mathematical Geology. Mr. Pan Guocheng graduated from Peking University (北京大學) in Petrologic and Geochemistry in 1982, obtained a master’s degree in Mathematical Geology from Changchun Institute of Geosciences (長春地質學院) in 1985, and a PhD in Mining Economics from The University of Arizona in 1989. Over the past three years, he has not been a director of other listed companies.

Mr. Pan will not receive any Director’s fee but is entitled to an annual emolument of RMB3,900,000 which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Mr. Zheng Xuezhi, aged 42, is an executive Director. He also serves as chief financial officer of our Company and is responsible for financial management of our Group. Currently he is also a director of Liaoning Hanking Investment Co., Ltd. and Aoni Mining. He joined our Group in 2008 and served as director and chief financial officer of Hanking Group until May 2011 and November 2010, respectively. Prior to joining our Group, he held positions in various organizations, including deputy general manager of Zhongxi Certified Public Accountants (中喜會計師事務所) from January 2004 to December 2007, and manager of audit department at Weifang Yuandu Certified Public Accountants LLP (濰坊鳶都有限責任會計師事務所) from May 2001 to December 2003. With his previous and current positions with our Group, Mr. Zheng Xuezhi has obtained more than 10 years of experience in corporate finance and accounting. By passing the Higher Education Examinations for Self-Learners, Mr. Zheng Xuezhi graduated from Liaoning University in 2010, majored in business administration, and graduated from Northeast University (東北大學) in January 2012 with Executive Master of Business Administration degree. He is a certified public accountant and a certified public valuer in the PRC. Over the past three years, he has not been a director of other listed companies.

Mr. Zheng will not receive any Director’s fee but is entitled to an annual emolument of RMB1,073,738 which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Mr. Xia Zhuo, aged 46, is an executive Director. He also serves as joint company secretary of our Company and is responsible for daily administrative matters of our Group. He has been serving as director and board secretary of Aoni Mining since August 2008, and served as director and board secretary of Fushun Hanking Aoni Iron Mine Co. Ltd., the predecessor of Aoni Mining, since its incorporation in March 1998 and May 1998, respectively. He has been serving as director of Hanking Group since 1996 and served as board secretary of Hanking Group from 1996 to 2011. Currently he also serves as director of Liaoning Hanking Investment Co., Ltd. Prior to joining us, he worked for Fushun Import & Export Company (撫順進出口公司) from 1985 to 1995. With his previous and current positions with our Group, Mr. Xia Zhuo has obtained more than 15 years of experience in the mining industry. Mr. Xia graduated from Liaoning Foreign Trade School (遼寧省對外貿易學校) in 1985. From 1997 to 1999, he completed his part-time graduate studies at Graduate Class of Beijing Normal University in Economic Management and obtained a graduate diploma. Over the past three years, he has not been a director of other listed companies.

Mr. Xia will not receive any Director's fee but is entitled to an annual emolument of RMB828,788 which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

As at the Latest Practicable Date, Mr. Xia was deemed to be interested in 165,651,000 Shares held by Splendour Ventures Limited, representing an approximate of 9.05 per cent of the existing issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Xia held 6.28 per cent of Splendour Ventures Limited.

Mr. Qiu Yumin, aged 49, is an executive Director. He also serves as the vice president of the Company. He is also a director of Aoni Mining. Mr. Qiu is responsible for exploration business and development of the Group and he joined the Group in 2011. Mr. Qiu is a member of Australian Institute of Geoscientists and has published geological papers in international academic periodical of Australia, the PRC, France, Japan and the USA. Mr. Qiu has over 14 years of experience in exploration and business development, including his experience as a member of senior management in international mining companies for over 10 years. Before joining the Group, Mr. Qiu held various management positions in international mining companies, namely the general manager for Chinese geological and new projects at Eldorado Gold Corporation, a company listed in New York (NYSE: EGO), Toronto (TSE: ELD) and Australia (ASX: EAU), from January 2010 to June 2011 and the manager (1999–2002), senior manager (2002–2003), deputy general manager (2003–2005) and general manager (2005–2009), the director of exploration and business development (2008–2009) and a member of the executive committee (2008–2009) of Sino Gold Mining Limited, a company listed in Australia (ASX: SGX) and Hong Kong (SEHK: 1862). He, as a qualified person for international mining companies, has signed JORC and 43–101 reports published by stock exchanges in Australia, New York, Toronto and Hong Kong. Mr. Qiu was granted various rewards, including the First Prize of Technological Innovation by the State Gold Administration Bureau of China in 1993, Outstanding Young Scientists Award of Liaoning Province in 1993, a scholarship by the Australian government in 1994 and Honorary Citizen of Baishan City by Baishan government in 2006. He received a doctorate degree in economic geology from the University of Western Australia in 1997. Currently, save for the directorship in the Company, he is also an executive director of Hanking Australia Pty Ltd., the subsidiary of the Company, and a non-executive director of Goodrich Resources Ltd. (ASX: GRX) in Australia.

Mr. Qiu will not receive any Director's fee but is entitled to an annual emolument of USD250,000 which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Non-executive Directors

Ms. Yang Min, aged 57, is a non-executive Director and the chairlady of the Board. Ms. Yang is the founder of our Group. She is responsible for the overall business strategies of our Group. She has been serving as the chairlady of the board of Aoni Mining since August 2008, and served as chairlady of the board of Fushun Hanking Aoni Iron Mine Co. Ltd., the predecessor of Aoni Mining, since its incorporation in March 1998. She also serves as executive director of Benxi Mining, Maogong Mining and Xingzhou Mining. Ms. Yang is currently serving as the chairlady of the board of directors of Hanking Group. With her previous and current positions with our Group, Ms. Yang has obtained more than 14 years of experience in the mining industry. Ms. Yang is currently holding a number of positions with various organizations. She serves as a representative of the eleventh National People's Congress (第十一屆全國人大代表), vice-president of the ninth and tenth executive committee of Liaoning Federation of Industry and Commerce (遼寧省工商聯第九屆、第十屆執行委員會) and a presidium member of China Mining Association (中國礦業聯合會主席團). She has also received a number of awards, including Outstanding Constructor of Socialism with Chinese Characteristics (優秀中國特色社會主義事業建設者) in 2004, National Model Worker (全國勞動模範) in 2005 and Top Ten Outstanding Business Women of China (中國十大傑出經濟女性) in 2005. From 1997 to 1999, she completed her part-time graduate studies at Graduate Class of Beijing Normal University (北京師範大學) in Economic Management and obtained a graduate diploma. Over the past three years, she has not been a director of other listed companies. Ms. Yang is the mother of Mr. Yang Jiye.

Ms. Yang is entitled to receive a Director's fee of RMB1,800,000 per annum which was determined by the Board with reference to her job responsibility, prevailing market rate together with discretionary bonus based on her performance.

As at the Latest Practicable Date, Ms. Yang was deemed to be interested in 751,035,000 Shares and 29,953,500 Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance, representing a total of approximately 42.68 per cent of the existing issued share capital of the Company. The 751,035,000 Shares were held by China Hanking (BVI) Limited, which is wholly owned by Ms. Yang and the 29,953,500 Shares were held by Best Excellence Limited, its entire issued share capital were held by a revocable discretionary trust settled by Ms. Yang as settlor with Credit Suisse Trust Limited as trustee.

Mr. Yang Jiye, aged 34, is a non-executive Director and vice chairman of the Board. He joined our Group in 2008. He has been serving as chairman of the board of directors of Liaoning Hanking Investment Co., Ltd. (遼寧罕王投資有限公司) since June 2009, and is currently the vice-chairman of the board of directors of Hanking Group. With his previous and current positions in our Group, he has more than 9 years of experience in the corporate governance and management. He has been serving as chairman of Hanking Group Shenyang Toyo Steel Co., Ltd. (瀋陽東洋製鋼有限公司) since June 2004, Shenyang Hanking Department Store Co., Ltd. (瀋陽罕王商場有限公司) since September 2004 and Fushun Hanking Department Store (撫順罕王商場有限公司) since January 2004 till now, and served as vice-chairman of Hanking Group from October 2003 to January 2004, general manager of Fushun Hanking Department Store from January 2003 to October 2003, and manager of Fushun Hanking Tian

Tian Hao Supermarket Co., Ltd (撫順罕王天天好超市有限公司) from August 2002 to January 2003. Over the past three years, he has not been a director of other listed companies. Mr. Yang is the son of Ms. Yang.

Mr. Yang is entitled to receive a Director's fee of RMB600,000 per annum which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

As at the Latest Practicable Date, Mr. Yang was deemed to be interested in 424,360,500 Shares held by Bisney Success Limited, which is wholly owned by Mr. Yang, within the meaning of Part XV of the Securities and Futures Ordinance, representing an approximate of 23.19 per cent of the existing issued share capital of the Company.

Mr. Lan Fusheng, aged 47, is a non-executive Director. He has been an executive director of Zijin Mining Group Co., Ltd. (SEHK: 2899; SSE: 601899) since September 2000, responsible for investment and merger and acquisition. He is also the chairman of Gold Mountains (Hong Kong) International Mining Co., Ltd. To the best of our Directors' knowledge, to the date of this report, Gold Mountains (Hong Kong) International Mining Co., Ltd beneficially holds 62,071,000 shares of the Company, representing approximately 3.4% of the issued share capital of the Company. Mr. Lan has extensive experience in geological exploration and investment. He was a technician of Minxi Geological Brigades from August 1984 to August 1990, the deputy manager of Shanghang County Mineral Resources Company (上杭縣礦產公司) from September 1984 to August 1992, the manager of Shanghang County Xinhui Jewellery Company from August 1992 to August 1994 and the deputy general manager of Minxi Zijin Mining Group Co., Ltd. from August 1994 to September 2000. Mr. Lan graduated from Fuzhou University with a bachelor's degree in geology in July 1984. Other than the foregoing, over the past three years, he has not been a director of other listed companies.

Mr. Lan is entitled to receive a Director's fee of HKD120,000 per annum as his remuneration, as determined in accordance with the remuneration policy of the Company, which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Mr. Kenneth Jue Lee, aged 44, has been a non-executive Director of the Company since 30 January, 2012. He is a executive director at SAIF Partners, which is one of the largest and most successful growth venture capital funds focused on China. SAIF Partners IV L.P. beneficially holds 93,107,000 shares of the Company, 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) and Yayi International Inc. (OTC: YYIN). He has more than 15 years of experience across private equity investment, corporate finance, and business development in China. Before joining SAIF Partners in 2007, Mr. Lee had served as the chief financial officer of Topsec Holdings Limited from 2006 to 2007. From 2004 to 2005, he worked as a Principal at RimAsia Capital Partners. Prior to RimAsia Capital Partners, Mr. Lee served in various positions at Delta Associates — the exclusive advisor to Asia Equity Infrastructure Fund, CNK Telecommunications Limited, H&Q Asia Pacific, and Salomon Brothers Inc. in New York. Mr. Lee graduated from Amherst College in Massachusetts, USA in 1990 and obtained a Bachelor of Arts degree in Philosophy.

Mr. Lee is entitled to receive a Director's fee of HKD120,000 per annum as his remuneration, as determined in accordance with the remuneration policy of the Company, which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Independent non-executive Directors

Mr. Chen Yuchuan, aged 77, was appointed as an independent non-executive Director in September 2011. He is currently the director of the Science and Technology Committee of the Chinese Academy of Geological Sciences (中國地質科學院科技委) and the director of the Mine and Geology Specialist Committee (礦床地質專業委員會). Mr. Chen Yuchuan held a number of positions in various organizations, including the vice chairman of the International Association of the Genesis of Ore Deposits (國際礦床成因協會), the vice chairman of the China Ocean Mineral Resource R&D Association (中國大洋礦產資源研究開發協會) from 1994 to 1999, the head of the Chinese Academy of Geological Sciences (中國地質科學院) from 1986 to 1997, a researcher of the Chinese Academy of Geological Sciences since 1985. With his previous positions in various organizations and his current positions in our Group, he has obtained more than 52 years of experience in the area of mining and geology. He is also a member of the ninth National Committee of the Chinese People's Political Consultative Conference (第九屆全國政協委員). Mr. Chen has received a number of awards, including the National Science and Technology Advancement Award (國家科技進步獎) and the title of Young and Middle-aged Specialist with Outstanding Contributions (有突出貢獻中青年專家). He was elected as an academician of the Chinese Academy of Engineering (中國工程院) in 1997. Mr. Chen currently serves as an independent non-executive director of Zijin Mining Group Co., Ltd. (紫金礦業集團股份有限公司), which is listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange respectively. He is also an independent non-executive director of Chongyi Zhangyuan Tungsten Co., Ltd. (崇義章源鎢業股份有限公司), which is listed on the Shenzhen Stock Exchange.

Mr. Chen is entitled to receive a Director's fee of HKD192,000 per annum which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Mr. Wang Ping, aged 41, was appointed as an independent non-executive Director in February 2011. He is currently the chief financial officer of China Vehicle Components Technology Holdings Limited (stock code: 01269), which he joined in December 2010 as senior vice president of its subsidiary, Guang Da (China) Automotive Components Holdings Limited, responsible for investment management. He worked for EV Capital Pte Ltd., a financial advisory and consulting firm focusing on initial public offerings, capital raising and private equity investments, from May 2007 to March 2010 as vice president and subsequently as director in May 2008. From February 2004 to March 2007, he served as chief financial officer for China Jishan Holdings Limited, the shares of which are listed on the main board of Singapore Exchange. From September 1999 to August 2002, he served as senior accountant and subsequently manager for audit department of Deloitte Touche Tohmatsu CPA Ltd. He has over 15 years of experience in corporate finance, audit, accounting and taxation. Since November 2010, he served as an independent non-executive director of Chongyi Zhangyuan Tungsten Co., Ltd. (崇義章源鎢業股份有限公司), which is listed on the Shenzhen Stock Exchange. He graduated from Nanjing University in 1993 and obtained a Master's Degree in Business Administration from Lingnan (University) College of Sun Yat Sen University in 2004. He is a fellow member of the Chinese Institute of Certified Public Accountants.

Mr. Wang is entitled to receive a Director's fee of HKD250,000 per annum which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Mr. Johnson Chi-King Fu, aged 57, was appointed as an independent non-executive Director in February 2011. He is currently the country manager, China of Rabobank Nederland. From February 2010 to August 2010, he served as director and chief executive officer of ChemChina Finance Co., Ltd. (中國化工財務有限公司), a wholly-owned subsidiary of China state owned ChemChina Group (China National Chemical Corporation). From August 2005 to May 2009, he worked for Hang Seng Bank Limited, Hong Kong including an assignment as executive director and chief executive of Hang Seng Bank (China) Limited (恆生銀行(中國)有限公司). From 1996 to 2005, he held various management positions in various organizations including Commerzbank AG as regional head of corporate banking and corporate finance for Asia Pacific and alternate chief executive of Hong Kong Branch. Between 1983 and 1991, he held various management positions in the Standard Chartered Bank including a posting as country chief manager, Taiwan. From 1976 to 1983, he worked for Manufacturers Hanover Trust Company (now part of JP Morgan Chase Bank). With his previous and current positions in our Group, he has over 30 years of experience in the financial industry. Mr. Fu obtained a bachelor's degree in Business Administration from Loyola University in 1975 and MBA from the University of California, Berkeley in 1976. He is also an adjunct professor of Yunnan University, Wong Sam Hang China America Management Education College (雲南大學黃心衡中美管理教育學院). Over the past three years, Mr. Johnson Fu has not been a director of other listed companies and has not by himself or through the institution in which he works, provided any professional services to the Company over the past three years.

Mr. Fu is entitled to receive a Director's fee of HKD250,000 per annum which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Mr. Wang Anjian, aged 58, was appointed as an independent non-executive Director in January 2012, and has been the director and researcher of the Research Center for Strategy of Global Mineral Resources, Chinese Academy of Geological Sciences since 2000, responsible for the organization, research and training. Mr. Wang has extensive experience in research of resource strategy. He was a lecturer at Changchun College of Geology from 1982 to 1990, an associate professor at Changchun College of Geology from 1991 to 1992, a professor at Changchun College of Geology from 1992 to 1997 and the director and researcher of the Promising Delineation Planning Office of Chinese Academy of Geological Sciences from 1997 to 2000. Mr. Wang holds various positions in several organizations, including the director of China Geology Centre of World Data Centre, the standing director of Chinese Society for Environmental Sciences and the adjunct professor of China University of Geosciences (Beijing). Mr. Wang obtained a bachelor's degree in comprehensive mineral exploration in 1975, a master's degree in science in 1981 and a doctorate degree in science in 1988 from Changchun College of Geology. Over the past three years, he has not been a director of other listed companies.

Mr. Wang is entitled to receive a Director's fee of HKD120,000 per annum as his remuneration as determined in accordance with the remuneration policy of the Company, which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

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 issued share capital of the Company 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 per cent of the issued share capital of the Company during the period ending on the earliest 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 by an ordinary resolution of the Shareholders in 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 its 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 a material 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 2011, 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 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 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 was deemed to be interested in 751,035,000 Shares and 29,953,500 Shares of the Company within the meaning of Part XV of the Securities and Future Ordinance, representing a total of approximately 42.68 per cent of the existing issued share capital of the Company. The 751,035,000 Shares were held by China Hanking (BVI) Limited, which is wholly owned by Ms. Yang and the 29,953,500 Shares were held by Best Excellence Limited, its entire issued share capital was held by a revocable discretionary trust settled by Ms. Yang as settlor with Credit Suisse Trust Limited as trustee. In the event that the Directors exercised in full the Repurchase Mandate, Ms. Yang's interests in the Company will be increased to approximately 47.42 per cent of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for Ms. Yang to make a mandatory offer. 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 per cent (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 period from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2011		
September	2.66	2.20
October	2.48	1.96
November	2.58	2.10
December	2.80	2.15
2012		
January	2.79	2.34
February	2.68	2.20
March	2.68	2.20
April (up to the Latest Practicable Date)	2.40	1.92

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 IS HEREBY GIVEN THAT the annual general meeting of China Hanking Holdings Limited (the “Company”) will be held at 22nd Floor Conference Room, Hanking Tower, No. 227 Qingnian Avenue, Shenhe District, Shenyang City, Liaoning Province, PRC on Monday, 21 May 2012 at 9:30 a.m. for the following purposes. Unless indicated otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 13 April 2012.

Ordinary Resolutions

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 2011.
2. To declare the final dividend of the Company for the year ended 31 December 2011.
3. (a) Each as a separate resolution, to re-elect the following retiring Directors:
 - (i) Mr. Pan Guocheng, executive Director
 - (ii) Mr. Zheng Xuezhi, executive Director
 - (iii) Mr. Xia Zhuo, executive Director
 - (iv) Mr. Qiu Yumin, executive Director
 - (v) Ms. Yang Min, non-executive Director
 - (vi) Mr. Yang Jiye, non-executive Director
 - (vii) Mr. Lan Fusheng, non-executive Director
 - (viii) Mr. Kenneth Jue Lee, non-executive Director
 - (ix) Mr. Chen Yuchuan, independent non-executive Director
 - (x) Mr. Wang Ping, independent non-executive Director
 - (xi) Mr. Johnson Chi-King Fu, independent non-executive Director

NOTICE OF ANNUAL GENERAL MEETING

- (xii) Mr. Wang Anjian, independent non-executive Director
- (b) To authorise the Board to fix the remuneration of the Directors.
- 4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the Board to fix its remuneration.
- 5. 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 of the Company 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 of the Company and shall authorise the directors of the Company 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 of the Company during the Relevant Period (as hereinafter defined); pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the 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 (3) 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 (4) 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 per cent 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
 - (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; and
 - (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 of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (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 per cent 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;

NOTICE OF ANNUAL GENERAL MEETING

(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 of the Company and which are still in effect be and are hereby revoked; and

(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; and
- (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.”; and

(C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company 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 5(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 of the Company 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

NOTICE OF ANNUAL GENERAL MEETING

resolution numbered 5(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent 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
Yang Min
Chairlady and non-executive Director

13 April 2012

Registered office:

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

Principal place of business in Hong Kong:

8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

Notes:

- (i) Ordinary resolution numbered 5(C) will be proposed to the Shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(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 Tuesday, 15 May 2012 to Monday, 21 May 2012, 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 Monday, 14 May 2012.
- (vi) The transfer books and register of members of the Company will be closed from Friday, 25 May 2012 to Thursday, 31 May 2012, both days inclusive, in order to determine the entitlement of Shareholders to receive the proposed final dividend, 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 Thursday, 24 May 2012.

NOTICE OF ANNUAL GENERAL MEETING

- (vii) In respect of ordinary resolutions numbered 3 above, Mr. Pan Guocheng, Mr. Zheng Xuezhi, Mr. Xia Zhuo, Mr. Qiu Yumin, Ms. Yang Min, Mr. Yang Jiye, Mr. Lan Fusheng, Mr. Kenneth Jue Lee, Mr. Chen Yuchuan, Mr. Wang Ping, Mr. Johnson Chi-King Fu and Mr. Wang Anjian, shall retire at the above meeting and being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the accompanied circular of the Company dated 13 April 2012.
- (viii) In respect of the ordinary resolution numbered 5(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.
- (ix) In respect of ordinary resolution numbered 5(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 13 April 2012.