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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.

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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)

**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 Friday, 31 May 2013 at 9:00 a.m. is set out on pages 12 to 16 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.

16 April 2013

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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 22nd Floor Conference Room, Hanking Tower, No. 227 Qingnian Avenue, Shenhe District, Shenyang City, Liaoning Province, PRC on Friday, 31 May 2013 at 9:00 a.m., or any adjournment thereof and notice of which is set out on pages 12 to 16 of this circular
“Aoni Mining”	Fushun Hanking Aoni Mining Limited (撫順罕王傲牛礦業股份有限公司), a company established in the PRC on 19 March 1998 and is a subsidiary of the Company
“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 the Shares 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
“Hanking Group”	Hanking Group Co., Limited (罕王實業集團有限公司), a company established in the PRC on 4 April 1996, which is controlled by Ms. Yang Min and Mr. Yang Jiye
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	9 April 2013, 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
“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 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



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. Zheng Xuezhi
Mr. Xia Zhuo
Mr. Qiu Yumin

Non-executive Directors:

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

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

16 April 2013

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 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 relations to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares 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.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84(1) of the Articles of Association, Ms. Yang Min, Mr. Pan Guocheng, Mr. Zheng Xuezhi and Mr. Wang Ping shall retire by rotation, and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

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 12 to 16 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 or any adjournment thereof. 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.

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.

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.

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

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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 Mr. Pan Guocheng, Mr. Zheng Xuezhi and Ms. Yang Min 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 the 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.

Mr. Wang Ping has signed an appointment letter with the Company on 16 June 2011. The principal particulars of the appointment letter are (a) for a term of three years commencing from the Listing Date and (b) are subject to termination in accordance with the relevant terms. The appointment letter 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 within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, none of the following Directors 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, none of the following Directors 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.

Mr. Pan Guocheng, aged 56, is an executive Director. He is also chief executive officer and president of the Company and is responsible for general management and daily operation of the Group. Mr. Pan Guocheng joined Hanking Group in 2005. He is currently serving as a director and president of Aoni Mining. 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 the Group, Mr. Pan Guocheng has obtained more than 22 years of experience in operation and management and project development 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.

Mr. Pan will not receive any Director's fee. For the year ended 31 December 2012, Mr. Pan received the emolument of RMB3,025,610 which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zheng Xuezhi, aged 43, is an executive Director. He also serves as chief financial officer of the Company and is responsible for financial management of the Group. Currently he is also a director of Liaoning Hanking Investment Co., Ltd. and Aoni Mining. He joined the Group in 2008. With his previous and current positions with the Group, Mr. Zheng Xuezhi has obtained more than 11 years of experience in corporate finance and accounting. Mr. Zheng Xuezhi 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.

Mr. Zheng will not receive any Director's fee. For the year ended 31 December 2012, Mr. Zheng received the emolument of RMB1,155,373.93 which was determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

Ms. Yang Min, aged 58, is a non-executive Director and the chairlady of the Board. Ms. Yang is the founder of the Group. She is responsible for the overall business strategies of the Group. She has been serving as the chairlady of the board of Aoni Mining since August 2008, and served as a director of Fushun Xingzhou Mining Co., Ltd., Benxi Hanking Mining Co., Ltd. and Fushun Hanking Maogong Mining Co., Ltd.. Ms. Yang is currently serving as the chairlady of the board of directors of Hanking Group. Ms. Yang has obtained more than 15 years of experience in the mining industry, and is currently holding a number of positions with various organizations: a representative of the twelfth National People's Congress (第十二屆全國人大代表), 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). 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 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. Wang Ping, aged 42, is an independent non-executive Director since February 2011. Mr. Wang is currently the chief financial officer of China Vehicle Components Technology Holdings Limited, which is listed on the Stock Exchange. He served as the vice president and director of EV Capital Pte Ltd. from May 2007 to March 2010. 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. Since 24 December 2012, he served as an independent non-executive director of China Tianrui Group Cement Company Limited (中國天瑞集團水泥有限公司), which is listed on the Stock Exchange. He has obtained more than 16 years of experience in corporate finance, auditing, accounting and taxation. He is a 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.

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 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 by an ordinary resolution of the Shareholders in 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 2012, 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 12 calendar months preceding the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2012		
April	2.50	1.92
May	2.60	2.41
June	2.55	2.00
July	2.51	2.01
August	2.55	2.40
September	2.65	2.30
October	2.58	2.28
November	2.51	2.18
December	2.55	2.17
2013		
January	2.36	2.04
February	2.20	2.00
March	2.18	1.82
April (up to the Latest Practicable Date)	1.98	1.94

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 22nd Floor Conference Room, Hanking Tower, No. 227 Qingnian Avenue, Shenhe District, Shenyang City, Liaoning Province, PRC on Friday, 31 May 2013 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 16 April 2013.

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 2012.
2. To declare the final dividend of the Company for the year ended 31 December 2012.
3. (a) Each as a separate resolution, to re-elect the following retiring Directors:
 - (i) Ms. Yang Min, non-executive Director
 - (ii) Mr. Pan Guocheng, executive Director
 - (iii) Mr. Zheng Xuezhi, executive Director
 - (iv) Mr. Wang Ping, 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.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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; 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;
 - (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

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(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 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

16 April 2013

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

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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 Monday, 27 May 2013 to Friday, 31 May 2013, both days inclusive, in order to determine the entitlement of Shareholders to attend and vote at 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 Friday, 24 May 2013.
- (vi) The transfer books and register of members of the Company will be closed from Thursday, 6 June 2013 to Thursday, 13 June 2013, 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 Wednesday, 5 June 2013.
- (vii) In respect of ordinary resolutions numbered 3 above, Ms. Yang Min, Mr. Pan Guocheng, Mr. Zheng Xuezhi and Mr. Wang Ping, shall retire by rotation 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 16 April 2013.
- (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 16 April 2013.