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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 Conference Room, 22nd Floor, Hanking Tower, No. 227 Qingnian Street, Shenhe District, Shenyang City, Liaoning Province, the PRC on Thursday, 29 May 2014 at 8:30 a.m. is set out on pages N-1 to N-5 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Company (www.hankingmining.com) and of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if they so wish.

11 April 2014

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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 Conference Room, 22nd Floor, Hanking Tower, No. 227 Qingnian Street, Shenhe District, Shenyang City, Liaoning Province, the PRC on Thursday, 29 May 2014 at 8:30 a.m., or any adjournment thereof and notice of which is set out on pages N-1 to N-5 of this circular
“Articles of Association”	the articles of association of the Company effective on 30 September 2011, and as amended or supplemented from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	China Hanking Holdings Limited, an exempted company incorporated on 2 August 2010 with limited liability under the laws of the Cayman Islands, whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such general mandate, which general mandate is to be extended by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 April 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

DEFINITIONS

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

LETTER FROM THE BOARD



罕王
HANKING

CHINA HANKING HOLDINGS LIMITED

中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

Executive Directors:

Mr. Pan Guocheng
Mr. Zheng Xuezhong
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 110016
Liaoning Province
PRC

Principal place of business in Hong Kong :

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

11 April 2014

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

GENERAL MANDATE

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

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

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

REPURCHASE MANDATE

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

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

Subject to the approval of the above resolutions by the Shareholders at the Annual General Meeting, the General Mandate and the Repurchase Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authorities by an ordinary resolution of the Shareholders in a general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84(1) of the Articles of Association, Mr. Yang Jiye, Mr. Wang Anjian, Mr. Xia Zhuo and Mr. Qiu Yumin will retire by rotation, and being eligible, offered themselves for re-election as Directors at the Annual General Meeting.

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

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

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

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

FORM OF PROXY

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

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

LETTER FROM THE BOARD

RECOMMENDATION

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

Yours faithfully
By order of the Board
China Hanking Holdings Limited
Yang Min
Chairlady and non-executive Director

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Yang Jiye, aged 36, is a non-executive Director, vice chairman of the Board, vice chairman of the board of directors of Fushan Hanking Aoni Mining Limited (“Aoni Mining”), the supervisor of each of PT Konutara Sejati (“KS”), PT Karyatama Konawe Utara (“KKU”) and PT Konutara Prima (“KP”). Mr. Yang is currently the vice-chairman of the board of directors and president of Hanking Group Co., Limited and the chairman of the board of directors of Liaoning Hanking Investment Co., Ltd.. With his previous and current positions in the Group, he has more than 11 years of experience in corporate governance and management. Mr. Yang is the son of Ms. Yang Min, the Chairlady of the Board, a non-executive Director and a controlling Shareholder.

Save as disclosed above, Mr. Yang did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

As at the Latest Practicable Date, Mr. Yang was interested or deemed to be interested in a long position of 424,360,500 Shares and a short position of 31,100,000 Shares held by Bisney Success Limited (being founder of a discretionary trust, namely The Le Fu Settlement (樂福信託)). Save as disclosed herein, as at the Latest Practicable Date, Mr. Yang did not have and was not deemed to have any interest in the Shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the SFO). Save as disclosed above, Mr. Yang does not have any relationship with any of the Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Yang has entered into a service contract with the Company for a term of three years commencing from 30 September 2011 which is subject to termination in accordance with the terms thereof. Mr. Yang’s directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Yang is entitled to an annual director’s fee of RMB600,000. The annual emolument of Mr. Yang would be determined with reference to various factors such as his duties and level of responsibilities, the available information in respect of companies of comparable business or scale, his performance and the Group’s performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Mr. Yang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Xia Zhuo, aged 48, is an executive Director. He also serves as the joint company secretary of the Company and is responsible for daily administrative matters of the Group. He is currently serving as the director and board secretary of Aoni Mining and the director of KS (both companies being subsidiaries of the Company). Currently, he also serves as the director of each of Hanking Industrial Group Co., Ltd. and Liaoning Hanking Investment Co., Ltd. Mr. Xia has more than 17 years of experience in the mining industry.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Xia did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

As at the Latest Practicable Date, Mr. Xia was interested or deemed to be interested in a long position of 21,329,589 Shares (of which 60,000 Shares were held by Mr. Xia as a beneficial owner and 21,269,589 Shares were held by Splendour Ventures Limited). Save as disclosed herein, as at the Latest Practicable Date, Mr. Xia did not have and was not deemed to have any interest in the Shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the SFO). Saved as disclosed above, Mr. Xia does not have any relationship with any of the Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Xia has entered into a service contract with the Company for a term of three years commencing from 30 September 2011 which is subject to termination in accordance with the terms thereof. Mr. Xia's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Xia is not entitled to any director's fee, but he is entitled to receive a salary of RMB600,000 per annum for his management services to the Group and a discretionary bonus as approved by the Board. The annual emolument of Mr. Xia would be determined with reference to various factors such as his duties and level of responsibilities, the available information in respect of companies of comparable business or scale, his performance and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Mr. Xia is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Qiu Yumin, aged 51, is an executive Director. Mr. Qiu joined the Group in 2011, responsible for the exploration business and development of the Group. He served as the vice president of the Company in 2012 and has been appointed as the executive director and president of Hanking Australia Pty Ltd. and Hanking Gold Mining Pty Ltd. (both companies being wholly-owned subsidiaries of the Company) since February 2013. He is also a director of Aoniu Mining. Mr. Qiu is responsible for the overall business management of Hanking Australia Pty Ltd.

Mr. Qiu is a member of Australian Institute of Geoscientists and a Ph.D. in economic geology from the University of Western Australia, Australia, and has published geological papers in international academic periodical of Australia, China, France, Japan and the United States. Mr. Qiu has over 16 years of experience in exploration and business development, including being a member of senior management in international mining companies for over 12 years. Currently, save for the directorship in the Company, he is also a non-executive director of Kimberley Diamond Limited (ASX: KDL) in Australia.

Save as disclosed above, Mr. Qiu did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Qiu did not have and was not deemed to have any interest in the Shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the SFO). Saved as disclosed above, Mr. Qiu does not have any relationship with any of the Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Qiu has entered into a service contract with the Company for a term of three years commencing from 30 January 2012 which is subject to termination in accordance with the terms thereof. Mr. Qiu's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Qiu is not entitled to any director's fee, but he is entitled to receive a salary of US\$200,000 per annum for his management services to the Group and a discretionary bonus as approved by the Board. The annual emolument of Mr. Qiu would be determined with reference to various factors such as his duties and level of responsibilities, the available information in respect of companies of comparable business or scale, his performance and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

Save as disclosed above, Mr. Qiu is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wang Anjian, aged 60, is an independent non-executive Director. Mr. Wang is currently the director and researcher of the Research Center for Strategy of Global Mineral Resources, Chinese Academy of Geological Sciences, responsible for the organizing, researching and training and he is also the standing director of Chinese Society for Environmental Sciences and the adjunct professor of China University of Geosciences (Beijing). Mr. Wang obtained the doctor's degree in science from Changchun Geology Institute in 1988, and has extensive experience in the research of resource strategy.

Save as disclosed above, Mr. Wang did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

As at the Latest Practicable Date, Mr. Wang did not have and was not deemed to have any interest in the Shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the SFO). Saved as disclosed above, Mr. Wang does not have any relationship with any of the Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Wang has signed a letter of appointment with the Company on 30 January 2012. Mr. Wang's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Wang is entitled to an annual director's fee of HK\$200,000. The annual emolument of Mr. Wang would be determined with reference to various factors such as his duties and level of responsibilities, the available information in respect of companies of comparable business or scale, his performance and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, Mr. Wang is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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

SHARE CAPITAL

As at the Latest Practicable Date, the share capital of the Company in issue comprised 1,830,000,000 Shares of nominal value of HK\$0.10 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 183,000,000 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders 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 the Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Under the laws of the Cayman Islands, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have an adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2013, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

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

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

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

TAKEOVERS CODE

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

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

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

SHARE REPURCHASE MADE BY THE COMPANY

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

SHARE PRICES

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

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2013		
April	1.95	1.57
May	1.90	1.70
June	1.85	1.59
July	1.78	1.30
August	1.80	1.35
September	1.75	1.35
October	2.00	1.40
November	1.85	1.60
December	2.00	1.58
2014		
January	1.69	1.40
February	1.60	1.43
March	1.46	1.08
April (up to the Latest Practicable Date)	1.22	1.20

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 Conference Room, 22nd Floor, Hanking Tower, No. 227 Qingnian Street, Shenhe District, Shenyang City, Liaoning Province, the PRC on Thursday, 29 May 2014 at 8:30 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 11 April 2014.

Ordinary business

1. To consider and approve the audited consolidated financial statements of the Company and the reports of the Directors and auditors of the Company for the year ended 31 December 2013.
2. To declare the final dividend of the Company for the year ended 31 December 2013.
3. (A) Each as a separate resolution, to re-elect the following retiring Directors:
 - (i) To re-elect Mr. Yang Jiye as a non-executive Director.
 - (ii) To re-elect Mr. Wang Anjian as an independent non-executive Director.
 - (iii) To re-elect Mr. Xia Zhuo as an executive Director.
 - (iv) To re-elect Mr. Qiu Yumin as an 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:

NOTICE OF ANNUAL GENERAL MEETING

(A) **“That:**

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

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

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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; or
 - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.”
- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 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 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% 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

11 April 2014

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 Friday, 23 May 2014 to Thursday, 29 May 2014, 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 Thursday, 22 May 2014.
- (vi) The transfer books and register of members of the Company will be closed from Friday, 6 June 2014 to Friday, 13 June 2014, 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, 5 June 2014.
- (vii) In respect of ordinary resolutions numbered 3 above, Mr. Yang Jiye, Mr. Wang Anjian, Mr. Xia Zhuo and Mr. Qiu Yumin, 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 11 April 2014.
- (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 11 April 2014.

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