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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Hanyu Group Holdings Limited** (the “**Company**”), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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.

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**CHINA HANYA GROUP HOLDINGS LIMITED**

**中國瀚亞集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8312)**

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

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A notice dated 30 December 2016 convening an annual general meeting of the Company to be held at Room 6201, 62/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 22 February 2017 at 10:00 a.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of publication and on the website of the Company at [www.chinahanya.com.hk](http://www.chinahanya.com.hk).

*This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.*

Hong Kong, 30 December 2016

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 6201, 62/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 22 February 2017 at 10:00 a.m. or any adjourned meeting thereof;
“Articles of Association”	the amended and restated articles of association of the Company;
“Board”	the board of Directors;
“Code”	the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules (as may be amended from time to time);
“Company”	China Hanya Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on GEM (Stock Code: 8312);
“Director(s)”	the director(s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as may be amended from time to time);
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	22 December 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company;
“PRC” or “China”	People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Company;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (as may be amended from time to time);

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## DEFINITIONS

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“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares or to grant options and rights to subscribe for any class of Shares or to convert securities into Shares;
“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares;
“Share Repurchase Rules”	the GEM Listing Rules and the Takeovers Code;
“Shareholder(s)”	the holder(s) of the Shares;
“Share(s)”	shares of HK\$0.10 each in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.



**CHINA HANYA GROUP HOLDINGS LIMITED**

**中國瀚亞集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8312)**

*Executive Directors:*

Liu Sit Lun (*Chairman & Chief Executive Officer*)  
Law Kin Wah Kenneth  
Sun Wing Man Doris

*Independent Non-Executive Directors:*

Yang Haibi  
Sun Yuan  
Zhang Tianbao  
Sun Huiyan

*Registered Office:*

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

*Headquarters and Principal*

*Place of Business in Hong Kong:*  
Room 1001, 10/F  
Golden Gate Commercial Building  
136-138 Austin Road  
Kowloon  
Hong Kong

30 December 2016

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

At the extraordinary general meeting of the Company held on 23 June 2016, resolutions were passed giving general mandates to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase Shares in accordance with the relevant rules set out under

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## LETTER FROM THE BOARD

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the GEM Listing Rules and the Takeovers Code. These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to grant the general mandates to allot, issue and deal with Shares and to repurchase Shares at the AGM.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, (i) the proposed grant of the Share Issue Mandate and the Share Repurchase Mandate; (ii) the extension of the Share Issue Mandate; and (iii) the proposed re-election of retiring Directors, and to give you notice of AGM.

### **2. PROPOSED GENERAL MANDATE TO ISSUE SHARES**

At the AGM, ordinary resolution no. 4 will be proposed for the Shareholders to consider and, if thought fit, grant the Share Issue Mandate during the period as set out in ordinary resolution no. 4 up to 20% of the total number of Shares in issue as at the date of passing ordinary resolution no. 4.

As at the Latest Practicable Date, the total number of Shares in issue was 740,000,000 Shares. Assuming that there is no change in the total number of Shares in issue between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 148,000,000 Shares.

In addition, ordinary resolution no. 6 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding the number of Shares purchased under a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in ordinary resolution no. 5 up to 10% of the total number of Shares in issue as at the date of passing ordinary resolution no. 5, if granted.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions nos. 4 and 6 as referred to in the notice dated 30 December 2016 convening the AGM as set out on pages 17 to 21 of this circular respectively. These mandates will expire upon 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 the Memorandum and Articles of Association, or any other applicable laws of the Cayman Islands, to be held; and (c) the date on which the authority given under ordinary resolutions nos. 4 and 6 respectively are revoked or varied by an ordinary resolution of the Shareholders.

### **3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES**

At the AGM, Ordinary Resolution no. 5 will be proposed for the Shareholders to consider and, if thought fit, grant the Share Repurchase Mandate during the period as set out in ordinary resolution no. 5 up to 10% of the total number of Shares in issue as at the date of passing ordinary

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## LETTER FROM THE BOARD

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resolution no. 5. The Shares which may be repurchased pursuant to the Share Repurchase Mandate is up to 10% of the total number of Shares in issue as at the date of passing the resolution approving the Share Repurchase Mandate.

An explanatory statement as required under the Share Repurchase Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular. The Share Repurchase Mandate will expire upon 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 the Memorandum and Articles of Association, or any other applicable laws of the Cayman Islands, to be held; and (c) the date on which the authority given under ordinary resolution no. 5 is revoked or varied by an ordinary resolution of the Shareholders.

#### **4. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 112 of the Articles of Association, Mr. Liu Sit Lun, Mr. Law Kin Wah Kenneth, Ms. Sun Wing Man Doris, Ms. Yang Haibi, Ms. Sun Yuan, Mr. Zhang Tianbao and Ms. Sun Huiyan will retire from office at the AGM. All of the retiring Directors, being eligible, have offered themselves for re-election at the AGM.

Each of Ms. Yang Haibi, Ms. Sun Yuan, Mr. Zhang Tianbao and Ms. Sun Huiyan, being independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules.

The Company is of the view that each of Ms. Yang Haibi, Ms. Sun Yuan, Mr. Zhang Tianbao and Ms. Sun Huiyan meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines, and hence, the Company believes they should be re-elected at the AGM.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

#### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.



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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 17 to 21 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, and the re-election of retiring Directors as ordinary resolutions.

### 7. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

### 8. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 72 of the Articles of Association.

Pursuant to the Articles of Association, on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register of members. On a poll, a Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

An announcement on the poll results will be made by the Company after the AGM.

By order of the Board  
**CHINA HANYA GROUP HOLDINGS LIMITED**  
**Liu Sit Lun**  
*Chairman*

*This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to approve the Share Repurchase Mandate.*

### **1. GEM LISTING RULES**

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their Shares on the Stock Exchange subject to certain restrictions.

### **2. SHAREHOLDERS' APPROVAL**

All proposed repurchases of Shares by a company with a primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

### **3. EXERCISE OF THE SHARE REPURCHASE MANDATE**

As at the Latest Practicable Date, there were 740,000,000 Shares in issue. Subject to the passing of ordinary resolution no. 5 and assuming that there is no change in the issued share capital of the Company prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 74,000,000 Shares.

### **4. REASONS FOR THE REPURCHASE OF SHARES**

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

### **5. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the applicable laws and regulations of the Cayman Islands and the Memorandum and Articles of Association. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company legally permitted to be utilised in this connection, including capital paid up on the Shares to be repurchased, funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares and any premium payable on a repurchase shall be provided out of funds of the Company otherwise available for dividend or distribution or sums standing to the credit of the share premium account of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published audited consolidated financial statements contained in the annual report of the Company for the year ended 30

September 2016 in the event that the Share Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The monthly highest and lowest prices at which the Shares were traded on GEM during the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
December	0.650	0.229
<b>2016</b>		
January	0.780	0.405
February	0.550	0.420
March	0.640	0.530
April	0.620	0.590
May	0.770	0.540
June	0.720	0.620
July	1.310	0.640
August	1.110	0.750
September	1.930	0.960
October	1.910	1.550
November	2.040	1.410
December (up to the Latest Practicable Date)	1.650	1.370

## 7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws and regulations of the Cayman Islands and the Memorandum and Articles of Association.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) currently intends to sell Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell the Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make purchases of Shares.

## 8. THE TAKEOVERS CODE

If as a result of a share repurchase, 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 the Takeovers Code and if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code. Should the Directors exercise the power of the Company under the Share Repurchase Mandate, based on the current shareholding structure of the Company as shown below, the Directors are not aware of any obligation that would arise under the Takeovers Code.

As at the Latest Practicable Date (after the trading hours), the following persons were interested in 10% or more of the issued share capital of the Company as recorded in the register of interests kept by the Company under the SFO:

Name	Number of Shares held	Percentage to total number of Shares in issue as at the Latest Practicable Date	Percentage to total number of Shares (assuming the Share Repurchase Mandate is exercised in full)
China Merit International Investment Inc. <sup>Note</sup>	515,000,000	69.59%	77.33%
Hammer Capital Private Investments Limited	515,000,000	69.59%	77.33%
Quick Money Finance Limited	515,000,000	69.59%	77.33%
Yvonne Credit Service Co Ltd	515,000,000	69.59%	77.33%

*Note:*

China Merit International Investment Inc. is legally and beneficially owned as to 100% by Mr. Liu Sit Lun.

The Company has no intention to exercise the Share Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code.

In addition, in view of the public float requirement under the GEM Listing Rules which requires at least 25% of the issued share capital of the Company to be held by the public, the Directors will use their best endeavours to ensure that the Share Repurchase Mandate will not be exercised to the extent that the Company will infringe such minimum public float requirement.

**9. SHARE PURCHASE MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, there was no purchase of Shares made by the Company (whether on GEM or otherwise).

*The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:*

**Mr. LIU Sit Lun**, aged 39, is the Chairman, an executive Director, a member of the Remuneration Committee and the Chairman of the nomination committee of the Company. He also takes the position of chief executive officer of the Company and is primarily responsible for the formulation of our development strategies, as well as supervising our project planning and business operation. He joined the Group in May 2016 and before he joined the Group, he has more than 15 years of experience in the financial services industry in Hong Kong. He has undertaken various key senior positions including acted as managing director, deputy general manager and had held licenses (now in-active) as representative and responsible officer to carry out Type 1 (dealing in securities), Type 2 (dealing in futures), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO in different financial services companies over different periods from September 2006 to March 2015. Since December 2015, Mr. Liu has been licensed (active) as the responsible officer to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO for a licensed entity. Mr. Liu holds a Bachelor of Arts degree in operations management. Mr. Liu is a director of a Substantial Shareholder within the meaning of Part XV of the SFO. He is also a director of certain subsidiaries of the Company incorporated in Hong Kong, British Virgin Islands and the PRC.

As at the Latest Practicable Date, Mr. Liu was interested in 515,000,000 Shares, representing 69.59% of the issued share capital of the Company, through China Merit International Investment Inc., of which Mr. Liu is the sole beneficial owner and director.

Under the service agreement of Mr. Liu with the Company in relation to his service as executive Director, he was appointed for a term of three years commencing on 20 May 2016. Under the terms of the service agreement, Mr. Liu is entitled to a salary at the rate of HK\$278,000 per month and a discretionary bonus as may be recommended by the Remuneration Committee based on the audited consolidated net profit attributable to the owners of the Company in respect of that financial year of the Company. The remuneration of Mr. Liu is determined by reference to, among others, the responsibilities and duties assumed by him and will be reviewed and approved by the Remuneration Committee annually at the end of each financial year of the Company and any annual increment shall be decided in the sole discretion of the Board. Mr. Liu is subject to retirement by rotation and re-election pursuant to the Articles of Association.

Save as disclosed above, Mr. Liu (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Group; and (iii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as respectively defined in the GEM Listing Rules).

**Mr. LAW Kin Wah, Kenneth**, aged 43, is an executive Director, head of Wealth Management Department and the compliance officer of the Company. He joined the Group in May 2016 and is primarily responsible for the overall business development of the Company. Mr. Law has more than 20 years of experience in the banking and wealth management industry. Mr. Law holds a Bachelor of Arts degree from York University in Canada. Mr. Law has undertaken various key positions in different financial services companies. He was employed by an affiliated company of Forise Global Holdings Limited (“Forise Global”) immediately before joining the Company. Mr. Law is also a director of a subsidiary of the Company incorporated in the PRC.

As at the Latest Practicable Date, Mr. Law did not have, and was not deemed to have, any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Under the service agreement of Mr. Law with the Company in relation to his service as executive Director, he was appointed for a term of three years commenced on 20 May 2016. Under the terms of the service agreement, Mr. Law is entitled to a salary at the rate of HK\$85,000 per month and a discretionary bonus as may be recommended by the Remuneration Committee based on the audited consolidated net profit attributable to the owners of the Company in respect of that financial year of the Company. The remuneration of Mr. Law is determined by reference to, among others, the responsibilities and duties assumed by him and will be reviewed and approved by the Remuneration Committee annually at the end of each financial year of the Company and any annual increment shall be decided in the sole discretion of the Board. Mr. Law is subject to retirement by rotation and re-election pursuant to the Articles of Association.

Save as disclosed above, Mr. Law (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Group; and (iii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as respectively defined in the GEM Listing Rules).

**Ms. SUN Wing Man Doris**, aged 46, is an executive Director and a director of Wealth Management Department of the Company. She joined the Group in May 2016 and is primarily responsible for the overall business development of the Company. Ms. Sun has more than 20 years of experience in financial planning, advisory and wealth management. Ms. Sun is a Certified Financial Planner and holds a Bachelor of Arts degree from The Hong Kong Polytechnic University. Ms. Sun has undertaken various key positions in companies engaged in the business of financial and wealth management. She was employed by an affiliated company of Forise Global immediately before joining the Company. Ms. Sun is also a director of certain subsidiaries of the Company incorporated in Hong Kong.

As at the Latest Practicable Date, Ms. Sun did not have, and was not deemed to have, any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Under the service agreement of Ms. Sun with the Company in relation to her service as executive Director, she was appointed for a term of three years commenced on 20 May 2016. Under the terms of the service agreement, Ms. Sun is entitled to a salary at the rate of HK\$70,000 per month and a discretionary bonus as may be recommended by the Remuneration Committee based on the audited consolidated net profit attributable to the owners of the Company in respect of that financial year of the Company. The remuneration of Ms. Sun is determined by reference to, among others, the responsibilities and duties assumed by her and will be reviewed and approved by the Remuneration Committee annually at the end of each financial year of the Company and any annual increment shall be decided in the sole discretion of the Board. Ms. Sun is subject to retirement by rotation and re-election pursuant to the Articles of Association.

Save as disclosed above, Ms. Sun (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Group; and (iii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as respectively defined in the GEM Listing Rules).

**Ms. YANG Haibi**, aged 39, has been appointed as an independent non-executive Director with effect from 7 November 2016. She is also a member of each of the audit committee and nomination committee of the Company, and a chairman of the Remuneration Committee. Ms. Yang has over 13 years of experience in mergers and acquisitions and investment and trading in China. She possesses extensive experience and knowledge in compliance and legal services of investment, financing and securities. Ms. Yang is currently the person-in-charge of the risk management centre of Fu Hua Holdings Co., Limited. She holds a master's degree from China University of Political Science and Law.

As at the Latest Practicable Date, Ms. Yang did not have, and was not deemed to have, any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Yang has entered into an appointment letter with the Company in respect of her appointment as an independent non-executive Director for a 1-year term commencing from the date of her appointment, subject to retirement from office and re-election at the first annual general meeting of the Company after her appointment and subsequently subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association and the Code. As specified in the appointment letter of Ms. Yang, she is entitled to a Director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions. The Director's fee of Ms. Yang will be subject to the approval of the Shareholders at the AGM.



Save as disclosed above, Ms. Yang (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Group; and (iii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as respectively defined in the GEM Listing Rules).

**Ms. SUN Yuan**, aged 42, has been appointed as an independent non-executive Director with effect from 7 November 2016. She is also a member of each of the Remuneration Committee and nomination committee, and a chairman of the audit committee of the Company. Ms. Sun has over 19 years of experience in accounting. She currently works as the chief financial officer of 北京復華大望診所有限公司 (Beijing Fu Hua Dawang Clinic Limited\*). Ms. Sun holds a bachelor's degree of Economics and Accounting from Beijing Technology and Business University (formerly known as 北京輕工業學院 (Beijing Institute of Light Industry\*)). She is a fellow member of the Association of Chartered Certified Accountants and obtained certified public accountant qualification in PRC.

As at the Latest Practicable Date, Ms. Sun did not have, and was not deemed to have, any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Sun has entered into an appointment letter with the Company in respect of her appointment as an independent non-executive Director for a 1-year term commencing from the date of her appointment, subject to retirement from office and re-election at the first annual general meeting of the Company after her appointment and subsequently subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association and the Code. As specified in the appointment letter of Ms. Sun, she is entitled to a Director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions. The Director's fee of Ms. Sun will be subject to the approval of the Shareholders at the AGM.

Save as disclosed above, Ms. Sun (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Group; and (iii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as respectively defined in the GEM Listing Rules).

**Mr. ZHANG Tianbao**, aged 38, has been appointed as an independent non-executive Director with effect from 7 November 2016. He is also a member of each of the audit committee, Remuneration Committee and nomination committee of the Company. Mr. Zhang has over 12 years of experience and knowledge in compliance and legal services of investment, financing, merger and acquisition, property development and construction. He works as a legal counsel and vice director in Beijing Zhongjin Law Firm (北京中今律師事務所). Mr. Zhang holds a bachelor's degree in Law from Yanshan University.

As at the Latest Practicable Date, Mr. Zhang did not have, and was not deemed to have, any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Zhang has entered into an appointment letter with the Company in respect of his appointment as an independent non-executive Director for a 1-year term commencing from the date of his appointment, subject to retirement from office and re-election at the first annual general meeting of the Company after his appointment and subsequently subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association and the Code. As specified in the appointment letter of Mr. Zhang, he is entitled to a Director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions. The Director's fee of Mr. Zhang will be subject to the approval of the Shareholders at the AGM.

Save as disclosed above, Mr. Zhang (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Group; and (iii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as respectively defined in the GEM Listing Rules).

**Ms. SUN Huiyan**, aged 39, has been appointed as an independent non-executive Director with effect from 7 November 2016. She is also a member of each of the audit committee, Remuneration Committee and nomination committee of the Company. Ms. Sun has over 15 years of experience in financial management and auditing. She currently serves as the financial controller of 北京全融信息服務有限公司 (Beijing Quanrong Information Services Co., Ltd.\*). Ms. Sun obtained an accounting profession\* (會計專科) from Shandong Economic University (山東經濟學院).

As at the Latest Practicable Date, Ms. Sun did not have, and was not deemed to have, any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Sun has entered into an appointment letter with the Company in respect of her appointment as an independent non-executive Director for a 1-year term commencing from the date of her appointment, subject to retirement from office and re-election at the first annual general meeting of the Company after her appointment and subsequently subject to retirement from office and re-election at the annual general meetings of the Company and vacation of office in accordance with the provisions of the Articles of Association and the Code. As specified in the appointment letter of Ms. Sun, she is entitled to a Director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions. The Director's fee of Ms. Sun will be subject to the approval of the Shareholders at the AGM.

Save as disclosed above, Ms. Sun (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Group; and (iii) does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling Shareholders (as respectively defined in the GEM Listing Rules).

Save as disclosed above, all the Directors have confirmed that there are no other matter that need to be brought to the attention of the Shareholders in connection with his/her re-election and there is no other information that should be disclosed pursuant to the Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

\* *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8312)

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China Hanya Group Holdings Limited (the “**Company**”) will be held at Room 6201, 62/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 22 February 2017 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 30 September 2016;
2. To re-elect retiring directors of the Company (the “**Directors**”) and to authorise the board of Directors to fix the Directors’ remuneration;
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix its remuneration;

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions:

#### ORDINARY RESOLUTIONS

4. “**THAT:**
  - (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;

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(C) the number of additional Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options under any share option scheme of the Company or similar arrangement for the time being and from time to time adopted by the Company in accordance with the applicable rules of The Stock Exchange of Hong Kong Limited for the grant or issue of Shares or rights to acquire Shares (including, without limitation, any share option scheme to be adopted by the Company at or after this annual general meeting); or (iii) any scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of Shares in issue at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

(D) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is 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 the memorandum and articles of association of the Company, or any other applicable laws of the Cayman Islands, to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of options, warrants or other securities giving the rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares, or any class of Shares (and where appropriate, to holders of other securities of the Company entitled to the offer), whose name appears on the register on a fixed record date in proportion to their holdings of Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors 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

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## NOTICE OF ANNUAL GENERAL MEETING

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may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

5. **“THAT:**

(A) subject to paragraph (B) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with the rules and regulations of The Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(B) the maximum number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution), and the said approval shall be limited accordingly; and

(C) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing this resolution until whichever is 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 the memorandum and articles of association of the Company, or any other applicable laws of the Cayman Islands, to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 set out in the notice convening this meeting, the general unconditional mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares referred to in ordinary resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5 set out in the notice convening this meeting, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing ordinary resolution no. 5 (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By order of the Board  
**CHINA HANYA GROUP HOLDINGS LIMITED**  
**Liu Sit Lun**  
*Chairman*

Hong Kong, 30 December 2016

***Registered Office:***

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

***Headquarters and Principal Place of Business in Hong Kong:***

Room 1001, 10/F,  
Golden Gate Commercial Building  
136–138 Austin Road  
Kowloon  
Hong Kong

*Notes:*

1. In order to determine entitlements of the shareholders of the Company to attend and vote at the annual general meeting of the Company to be held on Wednesday, 22 February 2017 (the “**AGM**”), the register of members of the Company will be closed from Monday, 20 February 2017 to Wednesday, 22 February 2017, both dates inclusive, during which period no transfer of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, 17 February 2017.
2. A shareholder entitled to attend and vote at the AGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.

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4. Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof; in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. With reference to ordinary resolution no. 2 above, Mr. Liu Sit Lun, Mr. Law Kin Wah Kenneth, Ms. Sun Wing Man Doris, Ms. Yang Haibi, Ms. Sun Yuan, Mr. Zhang Tianbao and Ms. Sun Huiyan will retire from office at the AGM. All of the retiring Directors, being eligible, have offered themselves for re-election at the AGM. Details of the retiring Directors are set out in Appendix II to the circular dated 30 December 2016.
6. With reference to ordinary resolutions nos. 4, 5, and 6 above, the Directors wish to state that they have no immediate plans to repurchase any Shares or issue any new securities pursuant to the relevant mandate.