THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Hanya 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 (the "Stock Exchange") ("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.

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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

A notice dated 29 December 2017 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 Tuesday, 6 February 2018 at 11:00 a.m. is set out on pages 13 to 17 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 for a minimum period of 7 days from the date of publication and on the website of the Company at www.chinahanya.com.hk.

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

CHARACTERISTICS OF GEM

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

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 Tuesday, 6 February 2018 at

11:00 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"

27 December 2017, 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;

"SFO" the Securities and Futures Ordinance, Chapter 571 of the laws of

Hong Kong (as may be amended from time to time);

"Share(s)" shares of HK\$0.01 each in the capital of the Company;

DEFINITIONS

"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;

"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 Hong Kong Code on Takeovers and Mergers; and

"%" per cent.



CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

 $({\it Incorporated in the Cayman Islands with limited liability})$

(Stock Code: 8312)

Executive Directors:

Lu Zhuo (Chairman & Chief Executive Officer)

Yun Liguo

Non-Executive Director:

Yang Haibi

Independent Non-Executive Directors:

Leung Ka Wo 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 2404, 24/F World-Wide House

19 Des Voeux Road Central

Hong Kong

29 December 2017

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

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.

LETTER FROM THE BOARD

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 29 December 2017 convening the AGM as set out on pages 13 to 17 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 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.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 112 of the Articles of Association, Ms. Lu Zhuo, Mr. Yun Liguo and Mr. Leung Ka Wo will retire from office at the AGM and being eligible, offer themselves for re-election at the AGM.

In accordance with Article 108 of the Articles of Association, Ms. Yang Haibi and Ms. Sun Huiyan shall retire from office by rotation of the AGM. Ms. Yang Haibi shall be eligible for re-election at the AGM. Ms. Sun Huiyan confirmed that she will not offer herself for re-election at the AGM as she would like to commit more time on pursuance of her own business.

Mr. Leung Ka Wo, being independent non-executive Director 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 Mr. Leung Ka Wo 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 he should be re-elected at the AGM.

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.

6. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 13 to 17 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,

LETTER FROM THE BOARD

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
Lu Zhuo
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 2017 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	Lowest
	HK\$	HK\$
2016		
December	1.65	1.37
2017		
January	1.51	0.90
February	1.16	0.78
March	1.55	0.92
April	1.48	1.02
May	1.27	0.95
June	1.07	0.80
July	1.05	0.72
August	0.80	0.65
September	0.74	0.54
October	0.74	0.56
November	0.70	0.58
December		
(up to the Latest Practicable Date)	0.59	0.58

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 AND MINIMUM PUBLIC SHAREHOLDING

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.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, (a) Mr. Yun Liguo is interested in 515,000,000 Shares held through Handsome Global Investments Limited, a company wholly-owned by Mr. Yun; and (b) Ms. Tang Xiuxia, the spouse of Mr. Yun Liguo, is deemed to be interested in the Shares which Mr. Yun Liguo is interested in.

Should the Directors exercise the power of the Company under the Share Repurchase Mandate, then the interest of Mr. Yun and Ms. Tang would be increased from 69.59% to approximately 77.33% of the total number of Shares in issue. Such increase would not give rise to any general offer obligation 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).

DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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

Ms. Lu Zhuo, aged 34, was appointed as the chief executive officer of the Company on 16 January 2017 and was appointed as an executive Director and chairman of the Board on 27 March 2017. She is also the chairman of the nomination committee and a member of the remuneration committee of the Company. She holds a Master's Degree in Interpreting from University of Newcastle in the United Kingdom. She has significant experience in investment banking, financial advisory and corporate financing. Ms. Lu had previously worked at Goldman Sachs in London. Ms. Lu served as an independent non-executive director of Neo Telemedia Limited (stock code: 8167; a company listed on the Growth Enterprise Market of the Stock Exchange) from March 2014 to May 2014.

Save as disclosed above, Ms. Lu did not hold any directorship in any other listed companies during the past three years, nor does she have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. As at the Latest Practicable Date, she does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Lu has been appointed as an executive Director for a term of three years from 27 March 2017 pursuant to a service agreement entered into with the Company, and she is subject to retirement at the next following annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the articles of association or any other applicable laws from time to time whereby she shall vacate her office. Ms. Lu is entitled to a director's fee of HK\$230,000 per month together with year end discretionary bonus, which is determined by the Board taking into amount the condition of similar companies in the market.

Mr. Yun Liguo, aged 38, was appointed as an executive Director on 6 March 2017. Mr. Yun has more than 9 years of experience in interior design and renovation, as well as experience in investment fund management. Mr. Yun has undertaken various management positions including acting as general manager in different interior design and renovation work related companies since July 2007.

Mr. Yun did not hold any directorship in any other listed companies during the past three years, nor does he have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, he is interested in 515,000,000 shares, representing 69.59% of the issued share capital of the Company, through Handsome Global Investments Limited, of which Mr. Yun is the sole beneficial owner and director.

Mr. Yun has been appointed as an executive Director for a term of three years from 6 March 2017 pursuant to a service agreement entered into with the Company, and he is subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years

DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

and re-election at the annual general meetings of the Company in accordance with the articles of association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Yun is not entitled to any director's fee unless otherwise determined by the remuneration committee of the Company.

Ms. Yang Haibi, aged 40, was appointed as an independent non-executive Director on 7 November 2016 and was re-designated to a non-executive Director on 27 March 2017. Ms. Yang is also a member of each of the audit committee and remuneration committee of the Company. She holds a master's degree from China University of Political Science and Law. She has over 14 years of experience in mergers and acquisitions and investment and trading in China.

Ms. Yang possesses extensive experience and knowledge in compliance and legal services of investment, financing and securities. She is currently the person-in-charge of the risk management centre of Fu Hua Holdings Co., Limited.

Ms. Yang did not hold any directorship in any other listed companies during the past three years, nor does she have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. As at the Latest Practicable Date, she does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Yang entered into a service agreement with the Company for a term of 1 year commencing from 27 March 2017. She is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the provisions of the Company's Articles of Association and the Code. Ms. Yang 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.

Mr. Leung Ka Wo, aged 43, was appointed as an independent non-executive Director on 14 June 2017. He is also the chairman of the audit committee of the Company and a member of each of the remuneration committee and nomination committee of the Company. He holds a Bachelor of Business Administration degree from the Seattle University. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, certified public accountant of the American Institute of Certified Public Accountants and certified public accountant in the State of California in the United States of America. He is currently a director and chief financial officer of China TX IIOT Group (Hong Kong) Limited and an independent non-executive director of China Mining Resources Group Limited (stock code: 340; a company listed on the Main Board of the Stock Exchange). He was an independent non-executive director of Neo Telemedia Limited (stock code: 8167; a company listed on the Growth Enterprise Market of the Stock Exchange) from March 2014 to September 2016.

DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Leung did not hold any directorship in any other listed companies during the past three years, nor does he have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Leung has signed an appointment letter issued by the Company for a term of 1 year commencing from 14 June 2017. He is subject to retirement from office and re-election at the first annual general meeting after his appointment and subsequently subject to retirement from office and re-election at the annual general meetings in accordance with the articles of association of the Company and the Code. As specified in the appointment letter of Mr. Leung, he is entitled to a Director's fee of HK\$12,000 per month, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, there are no other matter that need to be brought to the attention of the Shareholders in connection with the above retiring Directors 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.



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 Tuesday, 6 February 2018 at 11:00 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 2017;
- 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;

- (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 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 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, 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."
- 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."

By order of the Board
CHINA HANYA GROUP HOLDINGS LIMITED
Lu Zhuo
Chairman

Hong Kong, 29 December 2017

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 2404, 24/F World-Wide House 19 Des Voeux Road Central 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 Tuesday, 6 February 2018 (the "AGM"), the register of members of the Company will be closed from Wednesday, 31 January 2018 to Tuesday, 6 February 2018, 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 Tuesday, 30 January 2018.
- 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.

- 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, Ms. Lu Zhuo, Mr. Yun Liguo, Ms. Yang Haibi and Mr. Leung Ka Wo will retire from office at the AGM and 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 29 December 2017.
- 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.