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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)

UPDATE ON THE LISTING STATUS AND THE GEM LISTING COMMITTEE'S DECISION

This announcement is made by China Hanya Group Holdings Limited (the “**Company**”) pursuant to the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements (the “**Announcements**”) of the Company dated 19 March 2018 and 26 March 2018 respectively. Terms defined in the Announcements shall have the same meaning herein unless otherwise defined or the context otherwise required.

DECISION OF THE GEM LISTING COMMITTEE

On 26 June 2018, the GEM Listing Committee considered the application of the Company for a review of the Decision as set out in the Letter dated 16 March 2018 (the “**Review Application**”). Please refer to the announcement of the Company dated 19 March 2018 for details of the Decision and the Letter. On 3 July 2018, the Company received a letter from the GEM Listing Committee setting out its decision on the Review Application (the “**Decision Letter**”).

The GEM Listing Committee considered all the submissions (both written and oral) made by the Company and the Listing Department. The GEM Listing Committee decided to uphold the Decision to suspend trading in the Shares under Rule 9.04 of the GEM Listing Rules and proceed with cancellation of the Company’s listing under Rule 9.14 of the GEM Listing Rules. Pursuant to the Decision Letter, the Company is required to submit a resumption proposal to demonstrate that it has a sufficient level of operations or assets required by Rule 17.26 of the GEM Listing Rules by the expiry of the six-month period from the date of the Decision Letter.

Pursuant to the Decision Letter, the GEM Listing Committee arrived at its decision for, among others, the following reasons:

- (i) the Group's original garment distribution business in Europe had diminished substantially in recent years;
- (ii) the Group's distribution of household products and garment products business in the PRC was not a business of substance with a genuine business plan or prospect to support its viability and sustainability; and
- (iii) the level of the Group's assets as at 31 March 2018 failed to demonstrate that the Group had assets of sufficient value to warrant the continued listing of the Shares.

Under Rule 4.06(2) of the GEM Listing Rules, the Company has the right to have the decision of the GEM Listing Committee referred to the GEM Listing (Review) Committee for further review. The Company may request that the decision of the GEM Listing Committee be reviewed by the GEM Listing (Review) Committee on or before 12 July 2018. If the Company does not make any review application by 12 July 2018, trading in the Shares will be suspended from 9:00 a.m. on 13 July 2018. Before that, trading in the Shares will continue. The Company is still in the process of reviewing the Decision Letter and will discuss the same with the Company's legal and financial advisers, and would actively consider lodging a review request for the ruling be referred to the GEM Listing (Review) Committee for review.

The Directors would remind the Shareholders and potential investors that (i) the Company may or may not proceed with the review by the GEM Listing (Review) Committee; and (ii) the outcome of such review is uncertain, if undertaken.

Should there be any material development(s), further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules. Shareholders and potential investors who have any queries about the implications of the Stock Exchange's notice of proposed cancellation of the Company's listing are advised to obtain appropriate professional advice.

In the meantime, Shareholders and potential investors are advised to exercise caution when dealing in the Shares or any securities of the Company.

By order of the Board
China Hanya Group Holdings Limited
Lu Zhuo
Chairman

Hong Kong, 3 July 2018

As at the date of this announcement, the Board comprises Ms. Lu Zhuo and Mr. Yun Liguang as executive Directors, Ms. Yang Haibi as non-executive Director, and Mr. Leung Ka Wo, Mr. Zhang Tianbao and Mr. Christopher Francisco as independent non-executive Directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from its date of its posting and on the Company’s website at www.chinahanya.com.hk.