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## **HANNY HOLDINGS LIMITED**

**錦興集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 275)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Meeting**”) of Hanny Holdings Limited (the “**Company**”) will be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 4 September 2015 immediately after the conclusion of special general meeting of the Company (which is scheduled to be held at the same place on the same date at 10:30 a.m.) for the following purposes:

1. To consider and adopt the audited financial statements and the reports of the directors and the auditor for the year ended 31 March 2015.
2. To declare a final dividend of HK1 cent per share for the year ended 31 March 2015.
3. To re-elect retiring members of the board of directors and authorise the directors to fix the remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the directors to fix the remuneration.

\* *for identification purpose only*

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

5. **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose (the “Recognized Stock Exchange”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of the Recognized Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of 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 passing of 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 laws of Bermuda or the Bye-laws of the Company to be held; and
  - (iii) the date upon which the authority given under this resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the board of directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares; (iii) any issue of Shares as scrip dividend or any similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the Shares in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of 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 laws of Bermuda or the Bye-laws of the Company to be held; and
- (iii) the date upon which the authority given under this resolution is revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares 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 any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company.”

7. “**THAT** conditional upon the passing of the resolutions numbered 5 and 6 as set out in the notice convening the Meeting, the general mandate granted to the Directors to allot, issue and otherwise deal with additional Shares pursuant to resolution numbered 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5.”

8. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued upon exercise of the options to be granted under the Refreshed Mandate Limit (as defined below), provided that the total number of Shares which may be issued upon exercise of all options to be granted under the share option scheme of the Company adopted on 18 September 2014 (the “Share Option Scheme”) and other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised) shall not exceed 10% of the Shares in issue as at the date of passing of this resolution (the “Refreshed Mandate Limit”), the refreshment of the limit on the grant of options under the Share Option Scheme be and is hereby approved and any Director be and is hereby authorised to do all such acts and execute all such documents to effect the Refreshed Mandate Limit.”

By Order of the Board of  
**Hanny Holdings Limited**  
**Wong Nam, Marian**  
*Company Secretary*

Hong Kong, 31 July 2015

*Notes:*

1. All resolutions will be put to vote at the Meeting by way of poll.
2. A proxy form for use at the Meeting is enclosed with the circular issued by the Company dated 31 July 2015.
3. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company.
4. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.

6. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. The register of members of the Company will be closed on Wednesday, 2 September 2015, Thursday, 3 September 2015, Thursday, 10 September 2015 and Friday, 11 September 2015, during which no transfer of Shares will be registered. In order to qualify for the attendance of the Meeting, all transfers accompanied by the relevant share certificates must be lodged with Tricor Secretaries Limited for registration at the address set out in note 5 above not later than 4:30 p.m. on Tuesday, 1 September 2015. In order to qualify for the entitlement to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with Tricor Secretaries Limited for registration at the address set out in note 5 above not later than 4:30 p.m. on Wednesday, 9 September 2015.
8. The board of directors has recommended a final dividend of HK1 cent per Share for the year ended 31 March 2015 and, if such dividend is declared by the Shareholders by passing Resolution no. 2 in this notice, it is expected to be paid on or about 29 September 2015 to Shareholders whose names appear on the Company's register of members on 11 September 2015.
9. With reference to Resolution no. 3 in this notice, Dr. Yap Allan and Mr. Sin Chi Fai will retire by rotation pursuant to bye-laws 87(2) and 87(3) of the Bye-laws of the Company and, being eligible, will offer themselves for re-election at the Meeting. Information of the above Directors is set out in the circular issued by the Company dated 31 July 2015.

*As at the date of this notice, the Directors are as follows:*

*Executive Directors:*

Dr. Yap Allan (*Chairman*)

Mr. Heung Pik Lun, Edmond

*Independent Non-Executive Directors:*

Mr. Kwok Ka Lap, Alva

Mr. Poon Kwok Hing, Albert

Mr. Sin Chi Fai