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If you have sold or transferred all your shares in China Hanking Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, other agent or other licensed securities dealer through whom the sale was effected for transmission to the purchaser or transferee.

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罕王
HANKING

CHINA HANKING HOLDINGS LIMITED

中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTOR,
APPOINTMENT OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR
AND INDEPENDENT NON-EXECUTIVE DIRECTOR,
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Hanking Holdings Limited to be held at Conference Room, 22nd Floor, Hanking Tower, No. 227, Qingnian Street, Shenhe District, Shenyang City, Liaoning Province, the PRC on Thursday, 23 May 2024 at 9:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Company (www.hankingmining.com) and of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if they so wish.

16 April 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 22nd Floor, Hanking Tower, No. 227, Qingnian Street, Shenhe District, Shenyang City, Liaoning Province, the PRC on Thursday, 23 May 2024 at 9:00 a.m. or any adjournment thereof and notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the existing amended and restated articles of association of the Company effective on 24 May 2023, and as amended or supplemented from time to time
“Board”	the board of Directors
“Company”	China Hanking Holdings Limited, an exempted company incorporated on 2 August 2010 with limited liability under the laws of the Cayman Islands, whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of the issued Shares as at the date of passing of the relevant resolution granting such general mandate, which general mandate is to be extended by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, which for the purposes of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting such repurchase mandate
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

LETTER FROM THE BOARD



罕王
HANKING

CHINA HANKING HOLDINGS LIMITED

中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

Executive Directors:

Mr. Yang Jiye
Mr. Zheng Xuezhong
Dr. Qiu Yumin

Non-executive Directors:

Mr. Kenneth Lee
Mr. Xia Zhuo

Independent Non-executive Directors:

Mr. Wang Ping
Dr. Wang Anjian
Mr. Ma Qingshan

Registered office:

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

Headquarters in the PRC:

22nd Floor, Hanking Tower
No. 227, Qingnian Street
Shenhe District
Shenyang 110016
Liaoning Province
PRC

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

16 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTOR,
APPOINTMENT OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR
AND INDEPENDENT NON-EXECUTIVE DIRECTOR,
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

LETTER FROM THE BOARD

GENERAL MANDATE

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

As at the Latest Practicable Date, the number of issued Shares was 1,960,000,000 Shares. Subject to the passing of the relevant resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue up to 392,000,000 Shares pursuant to the General Mandate.

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

REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed by the Company at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of the issued Shares as at the date of passing of the relevant resolution.

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

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

RE-ELECTION OF RETIRING DIRECTOR

In accordance with article 84(1) of the Articles of Association, Mr. Yang Jiye, Mr. Kenneth Lee and Mr. Ma Qingshan will retire by rotation at the Annual General Meeting. Mr. Yang Jiye, being eligible, will offer himself for re-election at the Annual General Meeting while the other retiring Directors, Mr. Kenneth Lee and Mr. Ma Qingshan, will not offer themselves for re-election at the Annual General Meeting as they would like to devote more time to pursuing their own personal commitments.

LETTER FROM THE BOARD

Nomination procedures for Directors

The nomination committee of the Company (the “**Nomination Committee**”) shall recommend to the Board on the appointment of Directors (including independent non-executive Directors) in accordance with the following selection criteria and nomination procedures:

1. the Nomination Committee shall make proactive communications with relevant departments of the Company, study the Company’s demand for new Directors, and make reports in writing in respect thereof;
2. the Nomination Committee may seek candidates for Directors in a broad scope in the Company and the Group, and from the talent market;
3. collect and assess the following information and aspects about the candidates, and form writing materials, including but not limited to:
 - 3.1 diversity in all aspects, including gender, age, cultural and educational background, professional experience, skills, knowledge and work experience;
 - 3.2 qualifications, including the achievements and experience in relevant industries related to the business of the Group;
 - 3.3 willingness to devote sufficient time to perform the duties as member of the Board and other responsibilities as a Director;
 - 3.4 integrity and reputation;
 - 3.5 independence of candidates for independent non-executive Directors, which is assessed with reference to the factors as set out in Rule 3.13 of the Listing Rules and any other factors deemed as appropriate by the Nomination Committee or the Board;
 - 3.6 potential contributions to the Board; and
 - 3.7 other relevant aspects that apply to the business of the Group.
4. seek the nominee’s consent to nomination, otherwise, the nominee cannot be a candidate for a Director;
5. convene a Nomination Committee meeting to examine the qualifications of the candidate against the criteria for the Directors;
6. make recommendations to the Board regarding the candidates for Directors and submit the relevant information to the Board one to two weeks prior to the election of new Directors; and
7. take other follow-up actions according to the decision and feedback from the Board.

LETTER FROM THE BOARD

Recommendations of the Nomination Committee

The Nomination Committee has assessed the independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules by reviewing the written confirmation of independence for 2023 submitted to the Company by each of them, and confirmed that all of them are independent.

In addition, the Nomination Committee has assessed and are satisfied with the performance of each of the retiring Directors for the year ended 31 December 2023. Therefore, the Nomination Committee nominated the retiring Director, Mr. Yang Jiye, to join the Board and recommended the Shareholders to re-elect him as the Director at the Annual General Meeting.

In particular, the Nomination Committee is also of the view that the Director, Mr. Yang Jiye, who is proposed to be subject to re-election at the Annual General Meeting would bring to the Board his own perspectives, skills and experience, as further described in his biographies in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Yang Jiye can contribute to the diversity of the Board, in particular, with his in-depth knowledge in the mining industry and corporate governance and management.

Therefore, in response to the recommendation of the Nomination Committee, the Board recommended the retiring Director, Mr. Yang Jiye, to be re-elected as the Director at the Annual General Meeting. As a good corporate governance practice, Mr. Yang Jiye will abstain from voting at the relevant Board meeting on the relevant resolution to recommend his re-election by the Shareholders at the Annual General Meeting.

Details of the retiring Director who offered himself for re-election at the Annual General Meeting are set out in Appendix I to this circular. Further information on the composition and the diversity of the Board and the attendance records of the Directors (including the retiring Directors) at the Board meetings and/or the meetings of the committees under the Board and general meetings are disclosed in the Corporate Governance Report as contained in the 2023 Annual Report of the Company.

APPOINTMENT OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 19 March 2024 in relation to, among others, the retirement of Mr. Kenneth Lee as a non-executive Director, the retirement of Mr. Ma Qingshan as an independent non-executive Director, the proposed appointment of Ms. Zhang Jing as an executive Director, the proposed appointment of Mr. Zhao Yanchao as a non-executive Director and the proposed appointment of Mr. Zhao Bingwen as an independent non-executive Director with effect from the conclusion of the Annual General Meeting to fill up the vacancies opened from the retirement of Mr. Kenneth Lee and Mr. Ma Qingshan. If the proposed appointment is approved by the Shareholders at the Annual General Meeting, Mr. Zhao Yanchao will be appointed as a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and Mr. Zhao Bingwen will be appointed as a member of each of the Remuneration Committee and the audit committee of the Company following Mr. Kenneth Lee and Mr. Ma Qingshan’s retirement at the conclusion of the Annual General Meeting. Ms. Zhang Jing will continue to serve as the secretary of the Board and a joint company secretary of the Company upon her appointment.

LETTER FROM THE BOARD

The Company has a nomination policy in place which set out the criteria and procedures when considering the candidates to be appointed or re-appointed as directors of the Company. The Nomination Committee has reviewed the skills, knowledge, experience and qualifications of Ms. Zhang Jing, Mr. Zhao Yanchao and Mr. Zhao Bingwen when making the recommendation to the Board for the proposed appointment of Ms. Zhang Jing, Mr. Zhao Yanchao and Mr. Zhao Bingwen at the Annual General Meeting. In addition, the Nomination Committee has also taken into account the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional and business experiences, skills, knowledge and length of service) set out in the board diversity policy of the Company.

The Nomination Committee was of the view that Ms. Zhang Jing, Mr. Zhao Yanchao and Mr. Zhao Bingwen met the criteria set out in the nomination policy and has recommended to the Board on the proposed appointment of Ms. Zhang Jing as an executive Director, Mr. Zhao Yanchao as a non-executive Director and Mr. Zhao Bingwen as an independent non-executive Director at the Annual General Meeting. The Board believes that the proposed appointment of Ms. Zhang Jing, Mr. Zhao Yanchao and Mr. Zhao Bingwen will bring additional experience, knowledge and new insights to the Board and promote the diversity of the Board in terms of gender, age, cultural and educational background and professional and business experiences. Mr. Zhao Bingwen has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has also assessed and was satisfied with the independence of Mr. Zhao Bingwen.

Details of Ms. Zhang Jing, Mr. Zhao Yanchao and Mr. Zhao Bingwen proposed to be appointed at the Annual General Meeting are set out in Appendix II to this circular.

DECLARATION OF FINAL DIVIDEND

At the meeting of the Board held on Tuesday, 19 March 2024, it was proposed that a final dividend of the Company of HK\$0.02 per Share for the year ended 31 December 2023 will be paid to the Shareholders whose names appear on the register of members of the Company on Friday, 7 June 2024, subject to the Shareholders' approval at the Annual General Meeting.

A resolution will be proposed at the Annual General Meeting to approve the final dividend. Subject to the passing of such resolution, the final dividend is expected to be paid to the Shareholders by 17 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-6 of this circular is the notice of the Annual General Meeting at which, among others, resolutions will be proposed to Shareholders to consider and approve the granting to the Directors the General Mandate and the Repurchase Mandate, the extension of the General Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, the re-election of the retiring Director, the appointment of executive Director, non-executive Director and independent non-executive Director and the declaration of final dividend.

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

LETTER FROM THE BOARD

FORM OF PROXY

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

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

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

GENERAL

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

RECOMMENDATION

The Directors consider that all the proposed resolutions are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
China Hanking Holdings Limited
Yang Jiye
Chairman and executive Director

APPENDIX I DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION

The followings are the particulars of the retiring Director who offered himself for re-election at the Annual General Meeting.

Mr. Yang Jiye (“**Mr. Yang**”), aged 46, is an executive Director, Chairman of the Board and chief executive officer and president of the Company. Meanwhile, he is also the chairman of the board of directors of Fushun Hanking Aoni Mining Limited, director of Hanking Australia Investment Pty Ltd (“**Hanking Australia**”) and Fushun Hanking D.R.I. Co., Ltd. Mr. Yang is currently serving as the chairman of the board of directors of Liaoning Hanking Investment Co., Ltd. Mr. Yang is the chairman of the Nomination Committee and a member of the health, safety, environmental protection and community committee of the Company. With his previous and current positions in the Group, he has more than 20 years of experience in corporate governance and management.

As at the Latest Practicable Date, Mr. Yang holds 1,314,061,666 long position Shares, representing approximately 67.04% of the issued Shares and 4,000,000 short position Shares, representing approximately 0.20% of the issued Shares, and holds interest in 6,300,000 shares in Hanking Australia, representing approximately 3% of the issued shares of Hanking Australia. Mr. Yang is the son of Ms. Yang Min, a controlling Shareholder of the Company.

Mr. Yang has entered into a director service agreement with the Company for a term of three years commencing from 17 March 2024 which is subject to termination in accordance with the terms thereof. Mr. Yang’s directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Yang is not entitled to any director’s fee, but he is entitled to receive a salary of RMB2,000,000 per annum for his management services to the Group. Mr. Yang’s annual emolument would be determined with reference to various factors such as his duties and performance as well as comparable market conditions and based on the recommendation from the Remuneration Committee and subject to the annual review conducted by the Remuneration Committee.

Save as disclosed above and as at the Latest Practicable Date, Mr. Yang had not and was not deemed to have any interest or short position in any Shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor did he have any interest in the debenture of the Company and its associated corporations.

Save as disclosed above and immediately before the Latest Practicable Date, Mr. Yang has not held any directorships in any other listed public companies in the last three years or any other positions with the Company or other members of the Group, nor did he have any other relationship with other Directors, senior management, substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter regarding the re-election of the Director that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

The following are details of the executive Director, the non-executive Director and the independent non-executive Director proposed to be appointed at the Annual General Meeting.

Ms. Zhang Jing (“Ms. Zhang”), aged 43, is currently the secretary of the Board and a joint company secretary of the Company. Ms. Zhang joined the Company in March 2011 and has previously served as the manager of the compliance department, director-general of the office of the Board and manager of the investor relationship department, as well as the supervisor of Fushun Hanking Aouniu Mining Co., Ltd, a subsidiary of the Company. Ms. Zhang obtained the bachelor degree of law from China University of Political Science and Law in July 2003 and then obtained the master degree specialising in international business law and European Union law from the University of Sheffield in the UK in November 2004. Ms. Zhang served as a practising lawyer in a law firm from February 2005 to February 2009, providing corporate and securities legal services, where she acted as a legal consultant for a number of listed companies. With the past and current positions she held in the Group, Ms. Zhang has over 15 years of experience in corporate governance, listing compliance as well as investor relationship management.

As at the Latest Practicable Date, Ms. Zhang holds 531,000 Shares in her personal capacity.

The Company has entered into a director service agreement with Ms. Zhang for a term of three years commencing from the effective date of her appointment upon the approval of the Shareholders at the Annual General Meeting. Ms. Zhang’s appointment as an executive Director shall be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Zhang will not receive any directors’ fee or salary for her service as an executive Director, but will continue to receive a remuneration package of RMB700,000 per year in her capacity as the secretary of the Board and a joint company secretary of the Company, which was determined with reference to her job responsibility and prevailing market rate. Ms. Zhang’s annual emolument would be determined with reference to various factors such as her duties and performance as well as comparable market conditions and based on the recommendation from the Remuneration Committee and subject to the annual review conducted by the Remuneration Committee.

Mr. Zhao Yanchao (“Mr. Zhao Yanchao”), aged 46, has over 18 years of experience in the fields of corporate finance, equity investment and fund management. Mr. Zhao Yanchao is currently a partner of SAIF Partners (賽富投資基金), where he is responsible for the fund management operation. Mr. Zhao Yanchao had previously served in China International Capital Corporation Limited (中國國際金融股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 601995) and the Stock Exchange (stock code: 3908)) and China Central Television (中央電視台), where he was involved in international initial public offering projects. Mr. Zhao Yanchao served at SAIF Partners back in 2005 and was responsible for several investment projects, before joining China Development Bank Capital Co., Ltd. (國開金融有限責任公司) (a subsidiary of China Development Bank (國家開發銀行)) in 2011, as the head of the equity investment department, where he presided over the completion of a number of large-scale investment projects. Mr. Zhao Yanchao rejoined SAIF Partners since 2019.

Mr. Zhao Yanchao graduated from (i) the University of International Business and Economics with a Bachelor’s Degree in Economics in 2000; and (ii) from the Harvard Business School with a Master’s Degree in Business Administration in 2005.

The Company has entered into a director service agreement with Mr. Zhao Yanchao for a term of three years commencing from the effective date of his appointment upon the approval of the Shareholders at the Annual General Meeting. Mr. Zhao Yanchao's appointment as a non-executive Director shall be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhao Yanchao will be entitled to an annual fee of HK\$240,000, which was determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Zhao Yanchao's annual emolument would be determined with reference to various factors such as his duties and performance as well as comparable market conditions and based on the recommendation from the Remuneration Committee and subject to the annual review conducted by the Remuneration Committee.

Mr. Zhao Bingwen ("Mr. Zhao Bingwen"), aged 42, graduated from Guanghua School of Management of Peking University with a Master's Degree in Business Administration in 2014. Mr. Zhao Bingwen is currently the chairman and chief researcher of Langkun (Beijing) New Environmental Protection Technology Co., Ltd. (朗昆(北京)新環保科技有限公司), where he joined the company since 2015, and is primarily specialized in, among others, the research and measurement of carbon neutrality. Prior to that, from 2008 to 2012, Mr. Zhao Bingwen served as a project manager in Dinglian Holdings Co. Ltd (鼎聯控股有限公司). From 2012 to 2014, he served as an engineering director and assistant director at the Fifth Design Research Institute of the China Aviation Planning and Design Institute (Group) Co., Ltd. (中國航空規劃設計研究總院有限公司), a wholly-owned subsidiary of AviChina Industry & Technology Company Limited (中國航空科技工業股份有限公司) (a company listed on the Stock Exchange, stock code: 2357).

The Company has entered into a director service agreement with Mr. Zhao Bingwen for a term of three years commencing from the effective date of his appointment upon the approval of the Shareholders at the Annual General Meeting. Mr. Zhao Bingwen's appointment as an independent non-executive Director shall be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhao Bingwen will be entitled to an annual fee of HK\$240,000, which was determined by the Board with reference to his job responsibility and prevailing market rate. Mr. Zhao Bingwen's annual emolument would be determined with reference to various factors such as his duties and performance as well as comparable market conditions and based on the recommendation from the Remuneration Committee and subject to the annual review conducted by the Remuneration Committee.

As at the Latest Practicable Date, Mr. Zhao Bingwen confirmed that (i) he met the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above and as at the Latest Practicable Date, none of the Directors mentioned above had and was deemed to have any interest or short position in any Shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor did they have any interest in the debenture of the Company and its associated corporations.

APPENDIX II**DETAILS OF EXECUTIVE DIRECTOR,
NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED TO BE APPOINTED**

Save as disclosed above and immediately before the Latest Practicable Date, none of the Directors mentioned above has held any directorships in any other listed public companies in the last three years or any other positions with the Company or other members of the Group, nor did they have any other relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other matter regarding the appointment of these Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

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

SHARE CAPITAL

As at the Latest Practicable Date, the share capital of the Company in issue comprised 1,960,000,000 Shares of nominal value of HK\$0.10 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 196,000,000 Shares which represent 10% of the number of the issued shares of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS AND FUNDING OF REPURCHASES

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

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have an adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

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

The Directors have confirmed that, so far as the same may be applicable, they will exercise the power of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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

TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Yang Min ("**Ms. Yang**") was deemed to be interested in a long position of 6,025,000 Shares and Mr. Yang Jiye ("**Mr. Yang**"), the son of Ms. Yang, was deemed to be interested in a long position of 1,314,061,666 Shares within the meaning of Part XV of the SFO, representing a total of approximately 67.35% of the issued share capital of the Company. In the event that the Directors exercised in full the Repurchase Mandate, the aggregate interests of Ms. Yang and Mr. Yang in the Company will be increased to approximately 74.83% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

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

SHARE REPURCHASE MADE BY THE COMPANY

Within the 6 months prior to the Latest Practicable Date, the Company or its subsidiaries did not sell or repurchase any listed securities of the Company.

SHARE PRICES

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

Month	Highest prices HK\$	Lowest prices HK\$
2023		
April	0.93	0.77
May	0.81	0.75
June	0.84	0.74
July	0.80	0.75
August	0.77	0.55
September	0.75	0.62
October	0.72	0.61
November	0.88	0.68
December	0.85	0.74
2024		
January	0.86	0.68
February	0.79	0.65
March	1.19	0.79
April (up to the Latest Practicable Date)	1.20	0.94

NOTICE OF ANNUAL GENERAL MEETING



罕王
HANKING

CHINA HANKING HOLDINGS LIMITED

中國罕王控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 03788)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Hanking Holdings Limited (the “**Company**”) will be held at Conference Room, 22nd Floor, Hanking Tower, No. 227, Qingnian Street, Shenhe District, Shenyang City, Liaoning Province, the PRC on Thursday, 23 May 2024 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications). Unless indicated otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 16 April 2024.

Ordinary business

1. To consider and approve the audited consolidated financial statements of the Company and the reports of the Directors and auditor of the Company for the year ended 31 December 2023.
2. To declare the final dividend of the Company of HK\$0.02 per Share for the year ended 31 December 2023.
3. (A) Each as a separate resolution, to re-elect the following retiring Director and to appoint the following Directors:
 - (i) To re-elect Mr. Yang Jiye as an executive Director.
 - (ii) To appoint Ms. Zhang Jing as an executive Director.
 - (iii) To appoint Mr. Zhao Yanchao as a non-executive Director.
 - (iv) To appoint Mr. Zhao Bingwen as an independent non-executive Director.(B) To authorise the Board to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“That:**

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

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.”
- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution.”

By order of the Board
China Hanking Holdings Limited
Yang Jiye
Chairman and executive Director

16 April 2024

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Ordinary resolution numbered 5(C) will be proposed to the Shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the Shareholders.
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from Thursday, 16 May 2024 to Thursday, 23 May 2024, both days inclusive, in order to determine the entitlement of Shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 14 May 2024.
- (vi) The transfer books and register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, in order to determine the entitlement of Shareholders to receive the proposed final dividend, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 3 June 2024.
- (vii) In respect of ordinary resolution numbered 3(A)(i) above, Mr. Yang Jiye shall retire by rotation at the annual general meeting of the Company and being eligible, has offered himself for re-election at the annual general meeting of the Company. Details of the above retiring Director are set out in Appendix I to the accompanied circular of the Company dated 16 April 2024.
- (viii) In respect of ordinary resolutions numbered 3(A)(ii)-(iv) above, Ms. Zhang Jing was proposed to be appointed as an executive Director, Mr. Zhao Yanchao was proposed to be appointed as a non-executive Director and Mr. Zhao Bingwen was proposed to be appointed as an independent non-executive Director with effect from the conclusion of the annual general meeting of the Company. Details of the above Directors are set out in Appendix II to the accompanied circular of the Company dated 16 April 2024.
- (ix) In respect of the ordinary resolution numbered 5(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.
- (x) In respect of ordinary resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate for the benefits of the Company and Shareholders as a whole. The explanatory statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix III to the accompanied circular of the Company dated 16 April 2024.

NOTICE OF ANNUAL GENERAL MEETING

- (xi) Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolutions set out in this notice will be taken by poll at the above meeting.

As at the date of this notice, the executive Directors are Mr. Yang Jiye, Mr. Zheng Xuezhi and Dr. Qiu Yumin; the non-executive Directors are Mr. Kenneth Lee and Mr. Xia Zhuo; and the independent non-executive Directors are Mr. Wang Ping, Dr. Wang Anjian and Mr. Ma Qingshan.