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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Hanking Holdings Limited (the “**Company**”) will be held at 22nd Floor Conference Room, Hanking Tower, No. 227 Qingnian Avenue, Shenhe District, Shenyang City, Liaoning Province, PRC on Friday, 29 November 2013 at 8:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without modifications) as ordinary resolution:

“**THAT** with respect to the Iron Ore Concentrates Sale Agreement dated 15 October 2013 and entered into between the Company, Fushun Hanking D.R.I. Co., Ltd.* (撫順罕王直接還原鐵有限公司) and Dalian Huaren Trade Co., Ltd.* (大連華仁貿易有限公司) (the “**Iron Ore Concentrates Sale Agreement**”):

- (a) the Iron Ore Concentrates Sale Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps for the continuing connected transactions constituted by the transactions contemplated under the Iron Ore Concentrates Sale Agreement for the three years ending 31 December 2016 as set out in the circular of the Company dated 12 November 2013 be and are hereby approved, confirmed and ratified; and

- (c) any one director of the Company be and is hereby authorized to take any step and execute any other documents and to do all such acts or things as he/she considers necessary, desirable and expedient in connection with the Iron Ore Concentrates Sale Agreement and the transactions contemplated thereunder.”

By order of the Board
China Hanking Holdings Limited
Yang Min
Chairlady and non-executive director

Shenyang, the PRC
12 November 2013

Notes:

1. A shareholder entitled to attend and vote at this meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not to be a shareholder of the Company.
2. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s).
3. If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorisation document must be notarized.
4. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong) for holders of shares of the Company not less than 48 hours before the time appointed for the holding of this meeting or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at this meeting if he so wishes.
5. Where there are joint holders of any shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting (or any adjournment thereof), the most senior will alone be entitled to vote, whether in person or by proxy. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Shareholders or their proxies attending this meeting shall produce their identity documents.

* *For identification purposes only*

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Pan Guocheng, Mr. Zheng Xuezhi, Mr. Xia Zhuo and Mr. Qiu Yumin; four non-executive Directors, namely Ms. Yang Min, Mr. Yang Jiye, Mr. Lan Fusheng and Mr. Kenneth Jue Lee; and four independent non-executive Directors, namely, Mr. Chen Yuchuan, Mr. Wang Ping, Mr. Johnson Chi-King Fu and Mr. Wang Anjian.