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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)

CHANGE IN SHAREHOLDING

This announcement is made by the Company on a voluntary basis.

The Company has been informed that Ms. Yang, a controlling shareholder of the Company, intends to transfer (through China Hanking (BVI)) 200,000,000 shares of the Company (representing approximately 10.93% of the total issued shares of the Company as at the date of this announcement) to Mr. Yang (through Tuochuan Capital) at a nominal consideration.

Upon completion of the Proposed Transfer:

- (a) Mr. Yang's interest in the voting rights of the shares of the Company (including shares held by Bisney Success Limited and Tuochuan Capital) will increase from approximately 23.19% to approximately 34.12% of the total issued shares of the Company;
- (b) Ms. Yang's interest in the voting rights of the shares of the Company (including shares held by Best Excellence Limited and China Hanking (BVI)) will decrease from approximately 43.71% to approximately 32.78% of the total issued shares of the Company; and
- (c) Ms. Yang and Mr. Yang will continue to have an aggregate interest of 66.90% in the total issued shares of the Company.

The Executive has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation of Tuochuan Capital and/or Mr. Yang to make a general offer for the shares of the Company arising as a result of the Proposed Transfer.

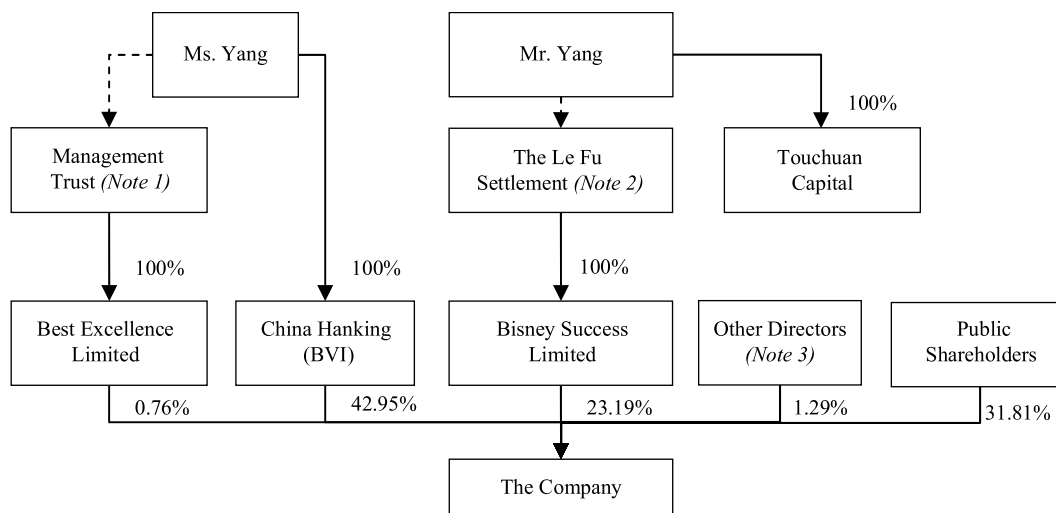
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The simplified shareholding structure of the Company before and immediately after completion of the Proposed Transfer is set out below:

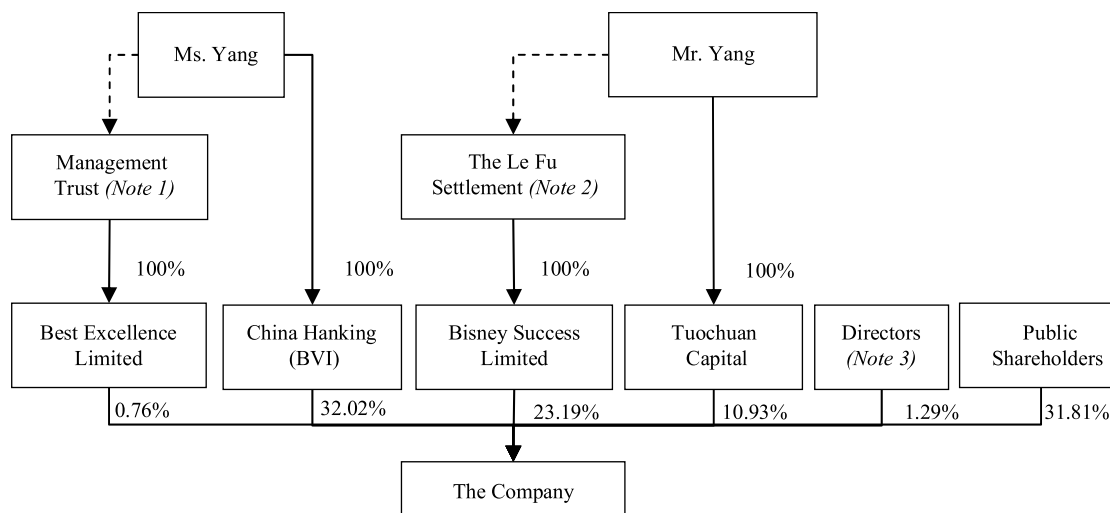
Before the Proposed Transfer:



Notes:

- (1) The Management Trust is a revocable discretionary trust settled by Ms. Yang as settlor with Credit Suisse Trust Limited as trustee for the trust for the purposes of recognizing and rewarding the contribution and performance of certain eligible staff.
- (2) The Le Fu Settlement is a family trust settled by Mr. Yang as settlor with UBS Trustees (BVI) Limited as trustee for the benefit of Mr. Yang and his family members.
- (3) The interest in these shares are held by (i) Mr. Xia Zhuo as to approximately 1.05%, (ii) Dr. Pan Guocheng as to approximately 0.23% and (iii) Mr. Zheng Xuezhi as to approximately 0.01%.

Immediately after completion of the Proposed Transfer:



Notes: Please refer to the relevant notes to the previous chart.

As illustrated above, upon completion of the Proposed Transfer:

- Mr. Yang's interest in the voting rights of the shares of the Company (including shares held by Bisney Success Limited and Tuochuan Capital) will increase from approximately 23.19% to approximately 34.12% of the total issued shares of the Company;
- Ms. Yang's interest in the voting rights of the shares of the Company (including shares held by Best Excellence Limited and China Hanking (BVI)) will decrease from approximately 43.71% to approximately 32.78% of the total issued shares of the Company; and
- Ms. Yang and Mr. Yang will continue to have an aggregate interest of 66.90% in the total issued shares of the Company.

IMPLICATIONS UNDER THE TAKEOVERS CODE

As Tuochuan Capital and its ultimate beneficial owner, Mr. Yang will have acquired not less than 30% of the voting rights of the Company upon completion of the Proposed Transfer, they are required to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26.1 of the Takeovers Code unless a waiver is granted by the Executive.

Both Ms. Yang and Mr. Yang have been the controlling shareholders of the Company since its shares were listed on the Stock Exchange and they will remain to be the controlling shareholders of the Company after the Proposed Transfer. Accordingly, Mr. Yang and Tuochuan Capital have applied for, and the Executive has granted, a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation of Tuochuan Capital and/or Mr. Yang to make a general offer for the shares of the Company arising as a result of the Proposed Transfer.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“China Hanking (BVI)”	China Hanking (BVI) Limited, a company incorporated in the British Virgin Islands and wholly owned by Ms. Yang, one of the controlling shareholders of the Company
“Company”	China Hanking Holdings Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands, whose shares are listed on the main board of the Stock Exchange
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director
“Mr. Yang”	Mr. Yang Jiye (楊繼野), a director of the Company, the son of Ms. Yang and one of the controlling shareholders of the Company
“Ms. Yang”	Ms. Yang Min (楊敏), one of the controlling shareholders of the Company
“Proposed Transfer”	the proposed transfer of the Transfer Shares from China Hanking (BVI) to Tuochuan Capital
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Transfer Shares”	200,000,000 shares of the Company, representing approximately 10.93% of the total issued shares of the Company as at the date of this announcement
“Tuochuan Capital”	Tuochuan Capital Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Yang

“%”

per cent

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

Shenyang, the PRC, 6 May 2016

As at the date of this announcement, the executive directors of the Company are Mr. Yang Jiye, Dr. Pan Guocheng, Mr. Zheng Xuezhi, Dr. Qiu Yumin and Mr. Xia Zhuo; the non-executive director of the Company is Mr. Kenneth Jue Lee; and the independent non-executive directors of the Company are Mr. Wang Ping, Mr. Wang Anjian and Mr. Ma Qingshan.