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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)

**(1) RETIREMENT OF NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) PROPOSED APPOINTMENTS OF EXECUTIVE DIRECTOR,
NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
(3) CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

The Board announces that:

- (i) Mr. Kenneth Lee will retire by rotation from the Board as a non-executive Director and cease to be a member of each of the audit committee and the remuneration committee of the Company, with effect from the conclusion of the forthcoming AGM;
- (ii) Mr. Ma Qingshan will retire by rotation from the Board as an independent non-executive Director and cease to be a member of each of the nomination committee and the remuneration committee of the Company, with effect from the conclusion of the forthcoming AGM;
- (iii) the Board has proposed to appoint Ms. Zhang Jing as an executive Director. The appointment of Ms. Zhang Jing is subject to the approval by the Shareholders at the forthcoming AGM by way of ordinary resolution and will take effect, if approved, from the conclusion of the forthcoming AGM. Ms. Zhang Jing will continue to serve as the secretary of the Board and a joint company secretary of the Company;
- (iv) the Board has proposed to appoint Mr. Zhao Yanchao as a non-executive Director to fill the vacancy arising from the retirement of Mr. Kenneth Lee. The appointment of Mr. Zhao Yanchao is subject to the approval by the Shareholders at the forthcoming AGM by way of

ordinary resolution and will take effect, if approved, from the conclusion of the forthcoming AGM. Upon the appointment of Mr. Zhao Yanchao becoming effective, Mr. Zhao Yanchao will also be appointed as a member of the remuneration committee of the Company;

- (v) the Board has proposed to appoint Mr. Zhao Bingwen as an independent non-executive Director to fill the vacancy arising from the retirement of Mr. Ma Qingshan. The appointment of Mr. Zhao Bingwen is subject to the approval by the Shareholders at the forthcoming AGM by way of ordinary resolution and will take effect, if approved, from the conclusion of the forthcoming AGM. Upon the appointment of Mr. Zhao Bingwen becoming effective, Mr. Zhao Bingwen will also be appointed as a member of each of the audit committee and the remuneration committee of the Company; and
- (vi) Mr. Wang Ping, an existing independent non-executive Director, will be appointed as a member of the nomination committee of the Company following the retirement of Mr. Ma Qingshan with effect from the conclusion of the forthcoming AGM.

The board (the “**Board**”) of directors (“**Directors**”, each a “**Director**”) of China Hanking Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that:

RETIREMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Kenneth Lee (李堅) (“**Mr. Lee**”) has been appointed as a non-executive Director of the Company since 30 January 2012. He is also a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company. Mr. Ma Qingshan (馬青山) (“**Mr. Ma**”) has been appointed as an independent non-executive Director of the Company since 30 March 2016. Mr. Ma is also a member of each of the nomination committee (the “**Nomination Committee**”) and the Remuneration Committee of the Company.

In accordance with Article 84(1) of the Articles of Association of the Company, each of Mr. Lee and Mr. Ma shall retire from the Board by rotation at the forthcoming annual general meeting of the Company (the “**AGM**”). Each of Mr. Lee and Mr. Ma has informed the Board that he will not offer himself for re-election at the forthcoming AGM as they would like to devote more time to pursuing their own personal commitments. Accordingly, with effect from the conclusion of the forthcoming AGM, (i) Mr. Lee will retire as a non-executive Director and also cease to be a member of each of the Audit Committee and the Remuneration Committee; and (ii) Mr. Ma will retire as an independent non-executive Director and also cease to be a member of each of the Nomination Committee and the Remuneration Committee.

Each of Mr. Lee and Mr. Ma has confirmed that (i) he has no claim against the Company, its subsidiaries or affiliates; and (ii) he has no disagreement with the Board and there are no other matters relating to his retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lee and Mr. Ma for their contributions to the Group during their term of service.

PROPOSED APPOINTMENTS OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

After considering the recommendation of the Nomination Committee, the Board has proposed to appoint (i) Ms. Zhang Jing (張晶) (“**Ms. Zhang**”) as an executive Director; (ii) Mr. Zhao Yanchao (趙延超) (“**Mr. Zhao YC**”) as a non-executive Director to fill the vacancy on the Board following the retirement of Mr. Lee; and (iii) Mr. Zhao Bingwen (趙炳文) (“**Mr. Zhao BW**”) as an independent non-executive Director to fill the vacancy on the Board following the retirement of Mr. Ma. Each of the aforesaid proposed appointments of Ms. Zhang, Mr. Zhao YC and Mr. Zhao BW is subject to the approval by the Shareholders at the forthcoming AGM by way of ordinary resolution and will take effect, if approved, from the conclusion of the forthcoming AGM. Ms. Zhang will continue to serve as the secretary of the Board and a joint company secretary of the Company upon her appointment.

The biographical details of Ms. Zhang, Mr. Zhao YC and Mr. Zhao BW are set out below:

Ms. Zhang Jing, 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.

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 forthcoming AGM. 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 Company’s 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.

As at the date of this announcement, Ms. Zhang held 531,000 shares of the Company in her personal capacity.

Mr. Zhao Yanchao, aged 46, has over 18 years of experience in the fields of corporate finance, equity investment and fund management. Mr. Zhao YC is currently a partner of SAIF Partners (賽富投資基金), where he is responsible for the fund management operation. Mr. Zhao YC 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 YC 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 YC rejoined SAIF Partners since 2019.

Mr. Zhao YC 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 YC for a term of three years commencing from the effective date of his appointment upon the approval of the Shareholders at the forthcoming AGM. Mr. Zhao YC'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 Company's Articles of Association. Mr. Zhao YC will be entitled to an annual fee of HKD240,000, which was determined by the Board with reference to his job responsibility and prevailing market rate.

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 BW 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 BW 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 BW for a term of three years commencing from the effective date of his appointment upon the approval of the Shareholders at the forthcoming AGM. Mr. Zhao BW'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 Company's Articles of Association. Mr. Zhao BW will be entitled to an annual fee of HKD240,000, which was determined by the Board with reference to his job responsibility and prevailing market rate.

Mr. Zhao BW confirmed that (i) he met the independence criteria as set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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.

To the knowledge of the Board, save as disclosed above, each of Ms. Zhang, Mr. Zhao YC and Mr. Zhao BW has confirmed that (i) she/he did not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years; (ii) she/he does not have any relationship with any Directors, supervisors, senior management or substantial Shareholders of the Company; and (iii) she/he does not have or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

As the date of this announcement, save as disclosed above, the Board is not aware of any other matters in relation to the appointments of Mr. Zhang, Mr. Zhao YC and Mr. Zhao BW that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Listing Rules.

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board further announces that following the retirement of Mr. Lee and Mr. Ma, (i) Mr. Wang Ping, an existing independent non-executive Director, will be appointed as a member of the Nomination Committee with effect from the conclusion of the forthcoming AGM; (ii) Mr. Zhao YC will be appointed as a member of the Remuneration Committee upon his appointment as a non-executive Director becoming effective; and (iii) Mr. Zhao BW will be appointed as a member of each of the Audit Committee and the Remuneration Committee upon his appointment as an independent non-executive Director becoming effective.

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

Shenyang, the PRC, 19 March 2024

As at the date of this announcement, 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.