
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Hanya Group 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 or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the EGM to be held at Conference Room B, 23rd Floor, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong on Friday, 23 November 2018 at 10:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by 10:00 a.m. on Wednesday, 21 November 2018 or not less than 48 hours before the time appointed for the holding of any adjourned meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of publication and on the website of the Company at www.chinahanya.com.hk.

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Hong Kong, 30 October 2018

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Board”	the board of the Directors
“Change of Company Name”	the proposed change of the English name of the Company from “China Hanya Group Holdings Limited” to “Rui Feng Group Holdings Company Limited”, and the change of its dual foreign name in Chinese from “中國瀚亞集團控股有限公司” to “睿鋒集團控股有限公司”
“Company”	China Hanya Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on GEM (Stock Code: 8312)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Conference Room B, 23rd Floor, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong on Friday, 23 November 2018 at 10:00 a.m. or any adjourned meeting thereof, to consider and, if thought fit, approve the Change of Company Name
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as may be amended from time to time)
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

References to time and dates in this circular are to Hong Kong time and dates.



CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

Executive Directors:

Ms. Lu Zhuo (*Chairman & Chief Executive Officer*)

Mr. Yun Liguo

Non-executive Director:

Ms. Yang Haibi

Independent non-executive Directors:

Mr. Leung Ka Wo

Mr. Zhang Tianbao

Mr. Christopher Francisco

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Headquarters and Principal Place of
Business in Hong Kong:*

Room 2404, 24/F

World-Wide House

19 Des Voeux Road Central

Hong Kong

30 October 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 15 October 2018 in respect of the Change of Company Name.

The purpose of this circular is to provide you with information regarding the Change of Company Name and to give you notice of the EGM at which a special resolution will be proposed to approve the Change of Company Name.

LETTER FROM THE BOARD

This circular contains further information relating to the resolution proposed so as to enable you to make an informed decision on whether to vote for or against the resolution proposed. A notice for convening the EGM is also set out in this circular and a form of proxy is also included for your further action.

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 15 October 2018 that it proposed to change the English name of the Company from “China Hanya Group Holdings Limited” to “Rui Feng Group Holdings Company Limited”, and to change its dual foreign name in Chinese from “中國瀚亞集團控股有限公司” to “睿鋒集團控股有限公司”, subject to the conditions set out below being fulfilled.

Conditions for the Change of Company Name

The Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name of the Company on the register of companies in place of the former English name and dual foreign name and issues a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will better reflect the current status of the Group’s business and better promote the corporate image and the future business development of the Group. As such, the Board is of the view that the Change of Company Name is in the best interests of the Company and Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any of the rights of the existing Shareholders or the Company’s daily business operation and/or its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such Shares and will remain to be valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company in issue for new share certificates under the Company's new name. Once the Change of Company Name becomes effective, new certificates of shares of the Company will be issued only in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the Company intends to change the stock short names of the Company for trading of the Shares on the Stock Exchange after the Change of Company Name becomes effective.

EGM

A notice convening the EGM to be held at Conference Room B, 23rd Floor, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong on Friday 23 November 2018 at 10:00 a.m. is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the EGM in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 10:00 a.m. on Wednesday, 21 November 2018 or not less than 48 hours before the time appointed for the holding of any adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the EGM or any adjourned meeting if so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Voting by way of poll

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the shareholders at a general meeting must be taken by poll except where the chairman, 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. Accordingly, the special resolution to be considered and, if thought fit, passed at the EGM will be voted by way of poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Friday, 23 November 2018, the register of members of the Company will be closed from Tuesday, 20 November 2018 to Friday, 23 November 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Monday, 19 November 2018. All persons who are registered holders of the Shares on Friday, 23 November 2018, the record date of the EGM, will be entitled to attend and vote at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

RECOMMENDATIONS

The Directors consider that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
China Hanya Group Holdings Limited
Lu Zhuo
Chairman



CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Hanya Group Holdings Limited (the “Company”) will be held at Conference Room B, 23rd Floor, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong on Friday, 23 November 2018 at 10:00 a.m. for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution (with or without modifications) as a special resolution of the Company:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “China Hanya Group Holdings Limited” to “Rui Feng Group Holdings Company Limited”, and its dual foreign name in Chinese be changed from “中國瀚亞集團控股有限公司” to “睿鋒集團控股有限公司”, with effect from the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands; and any one or more of the directors of the Company be and is/are hereby authorised generally to do such acts and things and execute all documents (whether by hand, under seal or as a deed) or make such arrangements as he/they may consider necessary or expedient to effect the aforesaid change of name of the Company.”

By order of the Board
China Hanya Group Holdings Limited
Lu Zhuo
Chairman

Hong Kong, 30 October 2018

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 10:00 a.m. on Wednesday, 21 November 2018 or not less than 48 hours before the time appointed for holding of any adjourned meeting.
3. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the EGM if so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
4. To ascertain a member's entitlement to attend and vote at the EGM, the Register of Members of the Company will be closed for registration of transfer of shares of the Company ("Shares") from Tuesday, 20 November 2018 to Friday, 23 November 2018, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Monday, 19 November 2018.
5. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at or after 7:00 a.m. on 23 November 2018 or if the Hong Kong Observatory has announced at or before 7:00 a.m. on 23 November 2018 that either of the above mentioned warnings is to be issued within the next two hours, the chairman of the EGM will propose for the EGM to be adjourned to a date which falls within 13 days from 23 November 2018 if a quorum is present and the adjournment is consented to by the shareholders present. If a quorum is not present, the meeting shall stand adjourned to the same day in the following week. If the meeting is so adjourned, the Company will make announcement as soon as practicable regarding the adjourned meeting.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. As at the date of this notice, the board of directors of the Company comprises Ms. Lu Zhuo and Mr. Yun Liguang as executive directors, Ms. Yang Haibi as non-executive director, and Mr. Leung Ka Wo, Mr. Zhang Tianbao and Mr. Christopher Francisco as independent non-executive directors.