

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying second 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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 30 OCTOBER 2018 IN RELATION TO THE RE-ELECTION OF A DIRECTOR AT THE EXTRAORDINARY GENERAL MEETING AND SUPPLEMENTAL 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 supplemental circular.

This supplemental circular should be read together with the circular to the Shareholders dated 30 October 2018 (the “Circular”). The notice convening the EGM dated 30 October 2018 was set out on pages 6 to 7 of the Circular (the “EGM Notice”). A supplemental notice of the EGM (the “Supplemental EGM Notice”), which should be read in conjunction with the EGM Notice, is set out pages 8 to 9 of this supplemental circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying Second Proxy Form 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 Second Proxy Form 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 Second Proxy Form previously submitted shall be deemed to be revoked.

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

Hong Kong, 8 November 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 supplemental circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of the Directors
“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
“First Proxy Form”	the proxy form which was sent to Shareholders on 30 October 2018 together with the Circular
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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
“Latest Practicable Date”	6 November 2018, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Second Proxy Form”	the new form of proxy sent together with this supplemental circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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 supplemental 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

8 November 2018

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO
SHAREHOLDERS DATED 30 OCTOBER 2018 IN RELATION TO
THE RE-ELECTION OF A DIRECTOR
AT THE EXTRAORDINARY GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular. The purpose of this supplemental circular is to provide you with information in respect of the resolution to be proposed at the EGM for approving the re-election of a retiring Director at the EGM, and to give you a supplemental notice of the EGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTOR

Mr. Christopher Francisco was appointed as an independent non-executive Director with effect from 6 February 2018. In accordance with Article 112 of the article of association of the Company, Mr. Christopher Francisco shall hold office until the next following general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. Christopher Francisco shall retire from office as a Director at the EGM and, being eligible, offers himself for re-election.

Mr. Christopher Francisco, independent non-executive Director, has met the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is not involved in the daily management and operation of the Company nor is he in any relationships or circumstance which would interfere with the exercise of his independent judgment. As an independent non-executive Director, Mr. Christopher Francisco has demonstrated his ability to provide an independent view to the Company's matter during his tenure of office. After re-election, Mr. Christopher Francisco will be subject to the provisions of the articles of association of the Company regarding retirement and as the case may be, re-election at future annual general meetings of the Company. Hence, the Board is of the opinion that Mr. Christopher Francisco remain independent and thus recommends him for re-election at the EGM.

Biographical details of Mr. Christopher Francisco are set out in the appendix to this supplemental circular.

SUPPLEMENTAL NOTICE OF EGM AND SECOND PROXY FORM

Since the notice of the EGM and the First Proxy Form sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Christopher Francisco as a Director as set out in this supplemental circular, a supplemental notice of EGM has been set out on pages 8 and 9 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

You are requested to complete the Second Proxy Form 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 Shareholders who have appointed or intend to appoint proxies to attend the EGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar and transfer office in Hong Kong.

LETTER FROM THE BOARD

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong should note that:

- (i) If no Second Proxy Form is lodged with the Company's branch share registrar and transfer officer in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM (including, if properly put, a resolution for the re-election of Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in 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 Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong after 10:00 a.m. on Wednesday, 21 November 2018 or less than 48 hours before the time appointed for the holding of any adjourned meeting, or if lodged before 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 but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar and transfer officer in Hong Kong. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar and transfer office in 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.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the EGM or any adjourned meeting thereof and voting in person should they so wish.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend and vote at the EGM, you should seek authorisation to do so from your intermediary/nominee directly.

LETTER FROM THE BOARD

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 resolutions 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 resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

RECOMMENDATIONS

The Directors consider that the re-election of Mr. Christopher Francisco as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of the relevant resolution to be proposed at the EGM.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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

The biographical details of the Director eligible for re-election at the EGM are set out below:

Mr. Christopher Francisco (“**Mr. Francisco**”), aged 33, was appointed as an independent non-executive Director on 6 February 2018. He is also a chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the audit committee of the Company. Mr. Francisco graduated from University College London to the University of London with a Bachelor’s degree of Science (Economics) in 2006. He has more than 10 years’ experience in the investment and financial industries. Mr. Francisco focused in corporate finance, merger & acquisition and equity capital markets during his time in investment banking and handled various projects including initial public offerings, merger & acquisition, corporate strategy advisory, equity fund raising, and advised several chief executive officers and chief financial officers of several Hong Kong listed companies. He has extensive knowledge in corporate strategy, marketing, finance, legal, together with a spectrum of industry specific knowledge.

Mr. Francisco is currently a chief executive officer and the chairman of the board of directors of BID N EAT Co. Limited. He is responsible for overseeing the overall operation and engaged in the research and development of new technologies. He previously worked in Kingsway Financial Services Group Limited, CITIC Securities International Company Limited and CLSA Capital Markets Limited successively from 2006 to 2015.

Mr. Francisco has entered into a letter of appointment with the Company on 6 February 2018 for an initial term of one year commencing from 6 February 2018, unless terminated by either the Company or Mr. Francisco by serving not less than one month’s written notice. He is subject to re-election at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company. Mr. Francisco is entitled to a Director’s fee of HK\$120,000 per annum, which has been recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions. His remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Save as disclosed above, as at the Latest Practicable Date, Mr. Francisco (i) did not hold any directorships in other listed companies in the last three years; (ii) does not have any other major appointments and professional qualifications; (iii) does not hold any other position with the Company or other members of the Group; (iv) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company; and (v) does not have any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there are no other matters need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Francisco.



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SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of extraordinary general meeting of China Hanya Group Holdings Limited (the “**Company**”) dated 30 October 2018 (the “**Original EGM Notice**”), by which the Company convenes an extraordinary general meeting 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. (the “**EGM**”) and this supplemental notice shall be read together with the Original EGM Notice.

This **SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the following proposed resolution (as resolution numbered 2) will be considered and if thought fit, approved (with or without modification) by shareholders of the Company at the EGM, in addition to the proposed resolution (as resolution numbered 1) set out in the Original EGM Notice:

ORDINARY RESOLUTION

2. “**THAT** Mr. Christopher Francisco be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.”

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

Hong Kong, 8 November 2018

SUPPLEMENTAL 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. A new form of proxy (the “**Second Proxy Form**”) for use at the EGM is enclosed. To be valid, the Second Proxy Form 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 Second Proxy Form will not preclude any member from attending and voting in person at the EGM if so wish, and in such case, the Second Proxy Form 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 supplemental notice are to Hong Kong time and dates.
7. As at the date of this supplemental notice, the board of directors of the Company comprises Ms. Lu Zhuo and Mr. Yun Liguó 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.