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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)

THE STOCK EXCHANGE'S NOTICE OF PROCEEDING TO CANCEL THE COMPANY'S LISTING

This announcement is made by the Company pursuant to Rule 9.17 of the GEM Listing Rules of the Stock Exchange and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE STOCK EXCHANGE'S NOTICE OF PROCEEDING TO CANCEL THE COMPANY'S LISTING

The Company has received a letter dated 16 March 2018 from the Stock Exchange (the "**Letter**"), which serves as a notice pursuant to Rule 9.15 of the GEM Listing Rules, that the Stock Exchange has decided to commence the procedures to cancel the Company's listing under Rule 9.14 of the GEM Listing Rules (the "**Decision**") after having considered, among others, the following:

- (i) the Group's original garment distribution business in Europe had diminished substantially in recent years;
- (ii) the Group's distribution of household products and garment products business in the PRC is not a business of substance with a concrete business plan or prospect to support its viability and sustainability;
- (iii) the new financial services business of the Group is at very preliminary stage and cannot demonstrate its viability and sustainability; and
- (iv) the level of the Group's assets as at 30 September 2017 fails to demonstrate the Group has assets of sufficient value to warrant the continued listing of the Shares.

Pursuant to the Letter, in view of the Decision, the Company is required to submit a resumption proposal to demonstrate that it has a sufficient level of operations or assets as required by Rule 17.26 of the GEM Listing Rules at least 10 business days before the expiry of a period of six months from the date of the Letter (i.e. 3 September 2018). If the Company fails to submit a viable resumption proposal by the aforesaid deadline, the Stock Exchange will proceed with cancellation of the Company’s listing.

Under Rule 4.06(1) of the GEM Listing Rules, the Company has the right to have the Decision referred to the GEM Listing Committee for review. The Company may request that the Decision be reviewed by the GEM Listing Committee on or before 27 March 2018. If the Company does not make any review application by 27 March 2018, trading in the shares will be suspended from 9:00 a.m. on 28 March 2018. Before that, trading in the Shares will continue. The Company is still in the process of reviewing the Letter and is discussing the same with the Company’s legal and financial advisers, and would actively consider lodging a request for the Decision be referred to the GEM Listing Committee for review.

The Directors would remind the Shareholders and potential investors that (i) the Company may or may not proceed with the review by the GEM Listing Committee; and (ii) the outcome of such review is uncertain, if undertaken.

Further announcements will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules. Shareholders who have any queries about the implications of the Stock Exchange’s notice to cancel the Company’s listing are advised to obtain appropriate professional advice.

DEFINITIONS

“Board”	the board of Directors
“Company”	China Hanya Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Directors”	director(s) of the Company
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM made by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries from time to time

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shares”	ordinary shares of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 19 March 2018

As at the date of this announcement, the Board comprises Ms. Lu Zhuo and Mr. Yun Liguo 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.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from its date of its posting and on the Company’s website at www.chinahanya.com.hk.