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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 6 FEBRUARY 2018, RETIREMENT OF DIRECTOR, APPOINTMENT OF DIRECTOR, CHANGE OF MEMBERS OF BOARD COMMITTEES AND APPOINTMENT OF CHIEF OPERATING OFFICER

POLL RESULTS OF AGM

The Board announces that all resolutions proposed at the AGM held on 6 February 2018 were duly passed.

CHANGE OF DIRECTORS AND MEMBERS OF BOARD COMMITTEES

Ms. Sun Huiyan retired from office as independent non-executive Director and ceased to be a member of each of the Audit Committee, Remuneration Committee and Nomination Committee upon conclusion of the AGM.

Mr. Christopher Francisco was appointed as an independent non-executive Director, a member of the Audit Committee and the chairman of the Remuneration Committee with effect from 6 February 2018.

Ms. Yang Haibi ceased to be a member of each of the Audit Committee and Remuneration Committee with effect from 6 February 2018.

Mr. Leung Ka Wo ceased to be a member of Remuneration Committee with effect from 6 February 2018.

Mr. Zhang Tianbao ceased to be the chairman of the Remuneration Committee while remain to perform as a member of the Remuneration Committee and he was appointed as the chairman of the Nomination Committee with effect from 6 February 2018.

Ms. Lu Zhuo ceased to be the chairman of the Nomination Committee with effect from 6 February 2018 while remain to perform as a member of the Nomination Committee.

APPOINTMENT OF CHIEF OPERATING OFFICER

Mr. Wong Sze Wai Winston was appointed as the chief operating officer of the Company with effect from 6 February 2018.

POLL RESULTS OF AGM

The board (the “**Board**”) of directors (the “**Directors**”) of China Hanya Group Holdings Limited (the “**Company**”) hereby announces that at the annual general meeting of the Company (the “**AGM**”) held on 6 February 2018, all resolutions proposed were duly passed by way of poll voting.

Union Registrars Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

The poll results of the AGM are as follows:

Ordinary Resolutions	Number of Shares (%)	
	For	Against
1. To receive and consider the audited consolidated financial statements the Directors’ report and the independent auditor’s report of the Company for the year ended 30 September 2017.	523,590,250 (100%)	0 (0%)
2. (i) (a) To re-elect Ms. Lu Zhuo as Director.	523,590,250 (100%)	0 (0%)
(b) To re-elect Mr. Yun Liguo as Director.	523,590,250 (100%)	0 (0%)
(c) To re-elect Ms. Yang Haibi as Director.	523,590,250 (100%)	0 (0%)
(d) To re-elect Mr. Leung Ka Wo as Director.	523,590,250 (100%)	0 (0%)

Ordinary Resolutions	Number of Shares (%)	
	For	Against
(ii) To authorise the Board to fix the Directors' remuneration.	523,590,250 (100%)	0 (0%)
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix its remuneration.	523,590,250 (100%)	0 (0%)
4. To grant a general mandate to the Directors to issue new shares.	523,590,250 (100%)	0 (0%)
5. To grant a general mandate to the Directors to repurchase shares.	523,590,250 (100%)	0 (0%)
6. To extend the general mandate to issue new shares by adding the number of shares repurchased.	523,590,250 (100%)	0 (0%)

As all of the votes were cast in favour of each of the above ordinary resolutions, all the resolutions were duly passed.

As at the date of the AGM, the total number of issued shares of the Company was 740,000,000 shares, which was the total number of shares entitling the shareholders of the Company to attend and vote on the resolutions at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM.

RETIREMENT OF DIRECTOR

Reference was made to the announcement of the Company dated 20 December 2017 relating to, among others, the retirement of Ms. Sun Huiyan (“**Ms. Sun**”) at the AGM. Ms. Sun did not offer herself for re-election at the AGM as she would like to commit more time on pursuance of her own business. Therefore, Ms. Sun retired from office as independent non-executive Director upon conclusion of the AGM.

Ms. Sun confirmed that she has no disagreement with the Board and there is no other matter relating to her retirement that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that Mr. Christopher Francisco (“**Mr. Francisco**”) was appointed as an independent non-executive Director with effect from 6 February 2018.

Below is the biographical information of Mr. Francisco.

Mr. Francisco, aged 33, 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 did not hold any directorship in any other listed companies during the past three years, and he does not have any relationship with any Directors, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "**GEM Listing Rules**")) of the Company. He does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Mr. Francisco has signed a letter of appointment issued by the Company on 6 February 2018 for an initial term of 1 year commencing from 6 February 2018. He will be 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 and the Code on Corporate Governance Practices contained in Appendix 15 to the GEM Listing Rules. Mr. Francisco is entitled to a director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the recommendation from the remuneration committee of the Company (the "**Remuneration Committee**"), the duties and responsibilities of Mr. Francisco and the prevailing market conditions.

Save as disclosed above, neither is there any further information required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor is there any other matter relating to the appointment of Mr. Francisco that needs to be brought to the attention of the shareholders of the Company.

CHANGE OF MEMBERS OF BOARD COMMITTEES

Following the retirement of Ms. Sun as independent non-executive Director, she also ceased to be a member of each of the audit committee (the "**Audit Committee**"), the nomination committee (the "**Nomination Committee**") of the Company and the Remuneration Committee.

The Board also announces that:-

- (i) Mr. Francisco was appointed as a member of the Audit Committee and the chairman of the Remuneration Committee;
- (ii) Ms. Yang Haibi ceased to be a member of each of the Audit Committee and Remuneration Committee;
- (iii) Mr. Leung Ka Wo ceased to be a member of Remuneration Committee;
- (iv) Mr. Zhang Tianbao ceased to be the chairman of the Remuneration Committee while remain to perform as a member of the Remuneration Committee. He was appointed as the chairman of the Nomination Committee; and
- (v) Ms. Lu Zhuo ceased to be the chairman of the Nomination Committee while remain to perform as a member of the Nomination Committee.

all with effect from 6 February 2018.

APPOINTMENT OF CHIEF OPERATING OFFICER

The Board is also pleased to announce that Mr. Wong Sze Wai Winston (“**Mr. Wong**”) was appointed as the chief operating officer of the Company with effect from 6 February 2018.

Mr. Wong joined the Group in July 2017 and is currently the chief financial officer of the Company. He holds a bachelor degree of Science (Economics) from the University College London to the University of London and is a fellow member of the Association of Chartered Certified Accountants. Mr. Wong has more than 15 years of experience in accounting and auditing fields. Prior to joining the Company, he was employed as a director of the finance department of CITIC Securities International Company Limited.

The Board would like to extend its appreciation to Ms. Sun for her valuable contribution during her tenure of office in the Company, and welcome Mr. Francisco for joining the Board and Mr. Wong for his new appointment.

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

Hong Kong, 6 February 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 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 announcement 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 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.