
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 your 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 **Han Tang International Holdings Limited** (the “**Company**”), 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 the transferee.

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HAN TANG INTERNATIONAL HOLDINGS LIMITED
漢唐國際控股有限公司

(Incorporated in the British Virgin Islands and continued in Bermuda with limited liability)
(Stock Code: 01187)

**PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at Suite 2101, 21st Floor, COFCO Tower, No. 262 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 28 June 2018 at 11:00 a.m., at which, among other things, the above proposal will be considered, is set out on pages AGM-1 to AGM-2 of this circular.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 11:00 a.m. on Tuesday, 26 June 2018 or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.

30 April 2018

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company (as defined herein). 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.

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Suite 2101, 21st Floor, COFCO Tower, No. 262 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 28 June 2018 at 11:00 a.m. or any adjournment thereof to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-2 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company and as amended from time to time
“Company”	Han Tang International Holdings Limited, a company incorporated in the British Virgin Islands and continued in Bermuda with limited liability, whose issued Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

LETTER FROM THE BOARD



HAN TANG INTERNATIONAL HOLDINGS LIMITED
漢唐國際控股有限公司

(Incorporated in the British Virgin Islands and continued in Bermuda with limited liability)
(Stock Code: 01187)

Executive Director:

Zhao Wenjia (*Chief Executive Officer*)

Non-Executive Directors:

Xu Lei

Gu Yawei

Independent Non-Executive Directors:

Yao Yongjie

Ma Jianwei

Sinn Wai Kin Derek

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
business in Hong Kong:*

Suite 2101, 21st Floor

COFCO Tower

No. 262 Gloucester Road

Causeway Bay, Hong Kong

30 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM including, among other matters, re-election of retiring Directors.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six Directors, namely Ms. Zhao Wenjia, Mr. Xu Lei, Ms. Gu Yawei, Mr. Yao Yongjie, Mr. Ma Jianwei and Mr. Sinn Wai Kin Derek.

Pursuant to Bye-law 84(1) of the Bye-laws, Mr. Yao Yongjie and Mr. Ma Jianwei shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Each of Mr. Yao Yongjie and Mr. Ma Jianwei, being the independent non-executive Directors eligible for re-election at the AGM, has given an annual confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. During their tenure in office, each of them has demonstrated his ability to provide an independent view to the Company's matters. The Board considers that each of Mr. Yao Yongjie and Mr. Ma Jianwei is able to continue to fulfill his role as independent non-executive Director and thus recommends them to be re-elected at the AGM. Furthermore, the Board is of the view that each of Mr. Yao Yongjie and Mr. Ma Jianwei meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the guidelines.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in the appendix to this circular.

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-2 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among other things, the resolutions relating to the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 11:00 a.m. on Tuesday, 26 June 2018 or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of 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. As such, all the resolutions set out in the notice of AGM will be voted by poll. An announcement on the results of the AGM will be made by the Company thereafter.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 22 June 2018 to Thursday, 28 June 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 June 2018.

RECOMMENDATION

The Directors believe that the re-election of the retiring Directors is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendix to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Han Tang International Holdings Limited
Zhao Wenjia
Chief Executive Officer

The following set out the details of the Directors who will retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM pursuant to the Bye-law 84(1) of the Bye-laws.

1. Mr. Yao Yongjie, an independent non-executive Director

Mr. Yao Yongjie (“**Mr. Yao**”), aged 47, was appointed as an independent non-executive Director on 25 July 2016. He is also a member of each of the audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”), nomination committee (the “**Nomination Committee**”) and share option committee (the “**Share Option Committee**”) of the Company. Mr. Yao graduated from the Hunan University with an undergraduate degree in architecture in 1993. He has been the chairman of a PRC company engaged in asset management from February 2011 to present and the chairman of a company engaged in venture capital related business in the PRC from 2014 to present. Mr. Yao and his team have gained numerous provincial awards, including “2013 年度浙江省最佳LP獎” (Best LP Award of Zhejiang Province of the Year 2013*) and “2015 浙商新領軍者” (The New Leader of Zhejiang Merchants 2015*).

Mr. Yao has entered into a letter of appointment (which was supplemented by a supplemental letter of appointment dated 20 March 2017) with the Company for a fixed term of one year, which is automatically renewable for successive term of one year each upon the expiry of the said term and shall be terminable by either of the Company and Mr. Yao by giving the other party not less than one month’s prior notice in writing. He is subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Mr. Yao is entitled to a director’s remuneration of HK\$60,000 per annum, which is determined by the Board with reference to his duties and responsibilities within the Company, the Company’s remuneration policy, the prevailing market conditions and the recommendation of the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yao (i) did not hold any directorships in other listed company in the last three years; (ii) did not have any other major appointments and professional qualifications; (iii) did not hold any other position with the Company or other members of the Group; (iv) did not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) did not have or was not deemed to have any other interests 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 SFO).

Save as disclosed above, there was no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Yao.

* For identification purpose only

2. Mr. Ma Jianwei, an independent non-executive Director

Mr. Ma Jianwei (“**Mr. Ma**”), aged 32, was appointed as an independent non-executive Director on 25 July 2016. He is also the chairman of each of the Remuneration Committee and Share Option Committee and a member of each of the Audit Committee and Nomination Committee. Mr. Ma graduated from the University of International Business and Economics in Beijing with a PhD degree in civil and commercial law in 2015. He gained experience in civil litigation, commercial arbitration, foreign commercial investment, antitrust law, mergers and acquisitions, and private equity investment funds, when he practiced law at Beijing Rongxian Law Firm* (北京融顯律師事務所) being joined as a lawyer in 2013 and promoted to partner since 2016.

Mr. Ma has entered into a letter of appointment (which was supplemented by a supplemental letter of appointment dated 20 March 2017) with the Company for a fixed term of one year, which is automatically renewable for successive term of one year each upon the expiry of the said term and shall be terminable by either of the Company and Mr. Ma by giving the other party not less than one month’s prior notice in writing. He is subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Mr. Ma is entitled to a director’s remuneration of HK\$60,000 per annum, which is determined by the Board with reference to his duties and responsibilities within the Company, the Company’s remuneration policy, the prevailing market conditions and the recommendation of the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ma (i) did not hold any directorships in other listed company in the last three years; (ii) did not have any other major appointments and professional qualifications; (iii) did not hold any other position with the Company or other members of the Group; (iv) did not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company; and (v) did not have or was not deemed to have any other interests 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 SFO).

Save as disclosed above, there was no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) and there was no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Ma.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



HAN TANG INTERNATIONAL HOLDINGS LIMITED

漢唐國際控股有限公司

(Incorporated in the British Virgin Islands and continued in Bermuda with limited liability)

(Stock Code: 01187)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of Han Tang International Holdings Limited (the “**Company**”) will be held at Suite 2101, 21st Floor, COFCO Tower, No. 262 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 28 June 2018 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without modifications, the follow resolutions as ordinary resolutions of the Company:

1. To receive and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2017 and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company thereon.
2.
 - (a) To re-elect Mr. Yao Yongjie as a Director.
 - (b) To re-elect Mr. Ma Jianwei as a Director.
 - (c) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the Board to fix its remuneration.

By Order of the Board
Han Tang International Holdings Limited
Zhao Wenjia
Chief Executive Officer

Hong Kong, 30 April 2018

NOTICE OF ANNUAL GENERAL MEETING

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and Principal place of
business in Hong Kong:*
Suite 2101, 21st Floor
COFCO Tower
No. 262 Gloucester Road
Causeway Bay, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by this notice is entitled to appoint one or, if he/she/it is the holder of two or more shares of the Company, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the Meeting to represent the member.
2. In the case of joint holders of shares of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority being determined by the order in which names stand in the register of members of the Company.
3. In order to be valid, the form of proxy of the Company together with original or certified copy of the power of attorney or other authority (if any) under which it is signed must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 11:00 a.m. on Tuesday, 26 June 2018, or not less than 48 hours before the time appointed for holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
4. To ascertain the shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 22 June 2018 to Thursday, 28 June 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Thursday, 21 June 2018.
5. With respect of resolution no. 2 of this notice, Mr. Yao Yongjie and Mr. Ma Jianwei shall retire from the office of directorship and shall offer themselves for re-election in accordance with the bye-laws of the Company. Details of the retiring Directors which are required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited are set out in the circular of the Company dated 30 April 2018.
6. As at the date of this notice, the Board consists six Directors, namely Ms. Zhao Wenjia (Chief Executive Officer) as executive Director, Mr. Xu Lei and Ms. Gu Yawei as non-executive Directors, and Mr. Yao Yongjie, Mr. Ma Jianwei and Mr. Sinn Wai Kin Derek as independent non-executive Directors.
7. Reference to time and dates in this notice are to Hong Kong time and dates.