

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 **Han Tang International 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 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)**

#### PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,
- (2) RE-ELECTION OF RETIRING DIRECTORS  
AND
- (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "AGM") of Han Tang International Holdings Limited (the "Company") to be held at Suite 5207, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 27 June 2016 at 10:00 a.m., at which, among other things, the above proposals will be considered, are set out on pages AGM-1 to AGM-4 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 less than 48 hours before the time of the AGM or any adjournment thereof. 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.

8 April 2016

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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 (as defined herein), 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 5207, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 27 June 2016 at 10:00 a.m.                                                                                                                                                                                                                                                    |
| “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                                                                                                                                                                                                                                                                                                                                                                              |
| “Issue Mandate”                   | a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares of up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the total number of issued Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate |
| “Latest Practicable Date”         | 31 March 2016, 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                                                                                                                                                                                                                                                                                                                                                                 |

## DEFINITIONS

|                      |                                                                                                                                                                                                                                                                               |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “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                                                                                              |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate |
| “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                                                                                                                                                                                                          |
| “Shareholder(s)”     | holder(s) of the Shares                                                                                                                                                                                                                                                       |
| “Stock Exchange”     | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                       |
| “Takeovers Code”     | the Hong Kong Code on Takeovers and Mergers                                                                                                                                                                                                                                   |
| “HK\$”               | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                           |
| “%”                  | per cent.                                                                                                                                                                                                                                                                     |



**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 Directors:*

Yang Liu (*Chairman and Chief Executive Officer*)  
Lo Ka Wai

*Non-Executive Director:*

Xu Lei

*Independent Non-Executive Directors:*

Lai Ho Man, Dickson  
Wang Xiao Chuan  
Wong Lit Chor, Alexis  
Liu Hongjun

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Suite 5207, 52/F.  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

8 April 2016

*To the Shareholders  
and for information only,  
the holders of the convertible bonds of the Company*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE SHARES**  
**AND TO REPURCHASE SHARES,**  
**(2) RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**(3) 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, (i) granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) re-election of retiring Directors.

## LETTER FROM THE BOARD

### PROPOSED GRANTING OF GENERAL MANDATES

At the annual general meeting of the Company held on 5 May 2015, ordinary resolutions were passed by the then Shareholders giving (a) a general and unconditional mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of such resolution; (b) a general and unconditional mandate to the Directors to repurchase Shares up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of such resolution; and (c) to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (b) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of passing of ordinary resolutions to be proposed at the AGM of the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages AGM-1 to AGM-4 of this circular for details of the proposed resolutions in respect of the Issue Mandate and the Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares was 158,127,908 Shares. Assuming no further new Shares will be issued or no Shares will be repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 31,625,581 Shares.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Yang Liu, Mr. Lo Ka Wai, Mr. Xu Lei, Mr. Lai Ho Man, Dickson, Mr. Wang Xiao Chuan, Mr. Wong Lit Chor, Alexis and Mr. Liu Hongjun.

Pursuant to Bye-law 84(1) of the Bye-laws, Mr. Lo Ka Wai, Mr. Wang Xiao Chuan and Mr. Liu Hongjun shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

## LETTER FROM THE BOARD

Each of Mr. Wang Xiao Chuan and Mr. Liu Hongjun, 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 abilities to provide an independent view to the Company's matters. The Board considers that each of Mr. Wang Xiao Chuan and Mr. Liu Hongjun 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. Wang Xiao Chuan and Mr. Liu Hongjun 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 Appendix II to this circular.

### ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-4 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, amongst other things, the resolutions relating to the proposals for the Issue Mandate and the Repurchase Mandate and 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 less than 48 hours before the time of the AGM or any adjournment thereof. 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.

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.



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are 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 appendices 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**  
**Yang Liu**  
*Chairman and Chief Executive Officer*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 158,127,908 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis of no further Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 15,812,790 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the applicable laws of Bermuda and the Listing Rules, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to the credit of either the share premium account or contributed surplus account of the Company.

## **5. GENERAL**

There might be a material adverse impact on the working capital or gearing position as disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2015 in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:-

|                                                             | Share prices    |                |
|-------------------------------------------------------------|-----------------|----------------|
|                                                             | Highest<br>HK\$ | Lowest<br>HK\$ |
| <b>2015</b>                                                 |                 |                |
| March*                                                      |                 | Suspended      |
| April*                                                      |                 | Suspended      |
| May*                                                        |                 | Suspended      |
| June*                                                       |                 | Suspended      |
| July*                                                       |                 | Suspended      |
| August*                                                     |                 | Suspended      |
| September*                                                  |                 | Suspended      |
| October*                                                    |                 | Suspended      |
| November*                                                   |                 | Suspended      |
| December*                                                   |                 | Suspended      |
| <b>2016</b>                                                 |                 |                |
| January*                                                    |                 | Suspended      |
| February*                                                   |                 | Suspended      |
| March* (up to and including the Latest<br>Practicable Date) |                 | Suspended      |

\* Trading in the Shares on the Stock Exchange has been suspended since 1 April 2014.

## 7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

## 8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has any present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Yang Liu ("**Mr. Yang**"), an executive Director, Chairman of the Board and Chief Executive Officer of the Company, holds 33,000,000 Shares (representing approximately 20.87% of the total number of issued Shares). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the interest of Mr. Yang in the Shares would be increased to approximately 23.19% of the total number of issued Shares. Such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

As at the Latest Practicable Date, nothing has come to the attention of the Directors that there will be any consequences under the Takeovers Code if the Repurchase Mandate is exercised.

## 10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

|                                                                                                                             |
|-----------------------------------------------------------------------------------------------------------------------------|
| <b>APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE<br/>RE-ELECTED AT THE ANNUAL GENERAL MEETING</b> |
|-----------------------------------------------------------------------------------------------------------------------------|

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

**1. Mr. Lo Ka Wai, an executive Director**

Mr. Lo Ka Wai (“**Mr. Lo**”), aged 47, was appointed as an executive Director on 18 November 2013. He is a member of each of the nomination committee, the remuneration committee and the share option committee of the Company. Mr. Lo is also a director of various subsidiaries of the Company. He graduated from the University of Wollongong, Australia with a bachelor degree in commerce. Mr. Lo is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. He has more than 20 years of experience in financial management and corporate finance. Mr. Lo had been chief financial officer and/or company secretary for various listed companies in Hong Kong and currently is a chief financial officer of a company whose shares are listed on the Growth Enterprise Market of the Stock Exchange, an executive director of National United Resources Holdings Limited (stock code: 254) and independent non-executive directors of Yusei Holdings Limited (stock code: 96) and Sheng Yuan Holdings Limited (stock code: 851), the shares of these three companies are listed on the main board of the Stock Exchange. Save as disclosed above, Mr. Lo has not hold any other position with the Company or other members of the Group and has not hold any directorship in any other listed public companies in the past three years.

Mr. Lo entered into a service agreement with the Company for an initial term of one year renewable automatically for successive term of one year upon the expiry of the then current term of appointment and is subject to the provisions of retirement and rotation of Directors under the Bye-laws. Pursuant to the terms of the service agreement and as determined by the Board, Mr. Lo was entitled to a Director’s remuneration of HK\$100,000 per month, which is determined with reference to the market rate and his time, effort and expertise to be exercised on the affairs of the Group and the Company’s remuneration policy.

Mr. Lo has personal interests in 4,000,000 Shares. Save as disclosed above, he does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

**2. Mr. Wang Xiao Chuan, an independent non-executive Director**

Mr. Wang Xiao Chuan (“**Mr. Wang**”), aged 43, was appointed as an independent non-executive Director on 20 November 2013. He is the chairman of the remuneration committee of the Company. He graduated from Beijing University of Technology with a master degree in management majoring in finance and mathematics in 2000 and Chengdu University of Technology (formerly known as Chengdu Institute of Technology) with a bachelor degree in Geology in 1993. Mr. Wang has more than 10 years’ experience in investment, corporate finance and securities dealing experience gained by working as a senior executive in a number of financial services companies in the PRC. Mr. Wang is currently the director of Beijing Shuoren Technology Co., Ltd. and a number of companies. Mr. Wang has not hold any other position with the Company or other members of the Group and has not hold any directorship in any other listed public companies in the past three years.

Mr. Wang entered into a letter of appointment with the Company for an initial term of one year renewable automatically for successive term of one year upon the expiry of the then current term of appointment and is subject to the provisions of retirement and rotation of Directors under the Bye-laws. Pursuant to the terms of the letter of appointment and as determined by the Board, Mr. Wang was entitled to a Director’s fee of HK\$15,000 per month, which is determined with reference to the market rate and his time, effort and expertise to be exercised on the affairs of the Group and the Company’s remuneration policy.

Mr. Wang does not have any relationship with Directors, senior management or substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

**3. Mr. Liu Hongjun, an independent non-executive Director**

Mr. Liu Hongjun (“Mr. Liu”), aged 45, was appointed as an independent non-executive Director on 28 September 2012. He is a member of each of the nomination committee and the audit committee of the Company. Mr. Liu is a graduate of Electric Engineering Institute of Hohai University in Nanjing City with a Bachelor degree in Industrial Electrical Automation. Mr. Liu has over 20 years of experience in the semi-conductor industry specialised in chips manufacturing. Mr. Liu is currently a senior manager of Tokyo Electron (Kunshan) Limited. Mr. Liu has not hold any other position with the Company or other members of the Group and has not hold any directorship in any other listed public companies in the past three years.

Mr. Liu entered into a letter of appointment with the Company for an initial term of one year renewable automatically for successive term of one year upon the expiry of the then current term of appointment and is subject to the provisions of retirement and rotation of Directors under the Bye-laws. Pursuant to the terms of the letter of appointment and as determined by the Board, Mr. Liu was entitled to a Director’s fee of HK\$75,000 per annum, which is determined with reference to the market rate and his time, effort and expertise to be exercised on the affairs of the Group and the Company’s remuneration policy.

Mr. Liu does not have any relationship with Directors, senior management or substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information 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) nor are there any other matters need to be brought to the attention of the Shareholders in respect of each of the above Directors.

# 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 5207, 52/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Monday, 27 June 2016 at 10:00 a.m. (or any adjournment thereof) for the following purposes:

As ordinary business, to consider and, if thought fit, pass with or without modifications, the follow resolutions as ordinary resolutions:

1. To receive and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company thereon.
2.
  - (a) To re-elect Mr. Lo Ka Wai as a Director.
  - (b) To re-elect Mr. Wang Xiao Chuan as a Director.
  - (c) To re-elect Mr. Liu Hongjun as a Director.
  - (d) 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.



## NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

4. **“THAT:**
- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with ordinary shares of HK\$0.01 each in the share capital of the Company (the **“Shares”**), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (**“Bye-laws”**), shall not exceed 20% of the total number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (d) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company (“**Shareholders**”) in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

By Order of the Board  
**Han Tang International Holdings Limited**  
**Yang Liu**  
*Chairman and Chief Executive Officer*

Hong Kong, 8 April 2016

*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, more than one proxy to attend and, subject to the provisions of the Bye-laws, 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, 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 less than 48 hours before the time for holding the Meeting or adjourned meeting. 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 form of proxy previously submitted shall be deemed to be revoked.
4. With respect of resolution no. 2 of this notice, Mr. Lo Ka Wai, Mr. Wang Xiao Chuan and Mr. Liu Hongjun shall retire from the office of directorship by rotation and shall offer themselves for re-election in accordance with the Bye-laws. Details of the retiring Directors which are required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange are set out in the circular of the Company dated 8 April 2016.
5. As at the date of this notice, the Board consists seven Directors, namely Mr. Yang Liu (Chairman and Chief Executive Officer) and Mr. Lo Ka Wai as executive Directors, Mr. Xu Lei as non-executive Director, and Mr. Lai Ho Man, Dickson, Mr. Wang Xiao Chuan, Mr. Wong Lit Chor, Alexis and Mr. Liu Hongjun as independent non-executive Directors.