

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 licensed securities dealer, 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, the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)

RE-APPOINTMENT OF AUDITOR; FIXING OF REMUNERATION OF DIRECTORS; AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting (the "SGM") of the Company to be held at Suite 5207, 52/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 7 November 2016 at 10:30 a.m. is set out on pages SGM-1 to SGM-2 of this circular.

Whether or not you intend to attend and/or vote at the SGM 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 SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy will be deemed to be revoked.

19 October 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:

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company and as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda, 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”	13 October 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
“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
“SGM” or “Special General Meeting”	the special 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, 7 November 2016 at 10:30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, approving the re-appointment of auditor of the Company and the fixing of the remuneration of the Directors

DEFINITIONS

“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
“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 Director:

Zhao Wenjia (*Chief Executive Officer*)

Non-executive Directors:

Xu Lei

Gu Yawei

Xu Ming

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 5207, 52/F.

Central Plaza

18 Harbour Road

Wanchai, Hong Kong

19 October 2016

To the Shareholders

Dear Sir or Madam,

**RE-APPOINTMENT OF AUDITOR;
FIXING OF REMUNERATION OF DIRECTORS;
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to provide you with the information regarding the resolutions to be proposed at the SGM and to give you notice of the SGM. At the SGM, resolutions relating to (i) the re-appointment of auditor of the Company; and (ii) fixing of the remuneration of Directors will be proposed to seek approval of the Shareholders.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR OF THE COMPANY

Reference is made to the announcement of the Company dated 27 June 2016 in relation to, among other matters, the retirement of ZHONGHUI ANDA CPA Limited as auditor of the Company, whose term of office expired at the annual general meeting held on 27 June 2016, and the announcement of the Company dated 13 October 2016 in relation to the appointment of ZHONGHUI ANDA CPA Limited as auditor of the Company with effect from 13 October 2016.

Pursuant to section 89 of the Companies Act, where the members of a company incorporated in Bermuda fail to appoint an auditor or auditors at an annual general meeting, the directors shall appoint an auditor or auditors and may fill any casual vacancy in the office of auditor. Any auditor appointed in that way is to hold office until a successor is appointed by the members, or if the members fail to do, by the directors.

ZHONGHUI ANDA CPA Limited was appointed by the Board to fill the vacancy as the auditor of the Company with effect from 13 October 2016. The Board proposes to re-appoint ZHONGHUI ANDA CPA Limited to hold office until the conclusion of the next annual general meeting of the Company.

FIXING OF REMUNERATION OF DIRECTORS

Pursuant to Bye-law 93 of the Bye-laws, the ordinary remuneration of the Directors shall from time to time be determined by the Company in general meeting.

It is proposed that the remuneration payable to each of the Directors appointed on 25 July 2016 shall be at the amount as shown in the following table commencing from their date of appointment:-

	Director's remuneration per month
Executive Director	
Ms. Zhao Wenjia (<i>Chief Executive Officer</i>)	HK\$120,000
Non-executive Directors	
Ms. Gu Yawei	HK\$10,000
Mr. Xu Ming	HK\$30,000
	Director's remuneration per annum
Independent non-executive Directors	
Mr. Yao Yongjie	HK\$60,000
Mr. Ma Jianwei	HK\$60,000
Mr. Sinn Wai Kin Derek	HK\$100,000

The proposed remunerations for the above-mentioned Directors were determined by the Board with reference to their duties and responsibilities within the Company, the Company's remuneration policy and the prevailing market conditions and will not be payable until the Shareholders approve the resolution to authorise the Board to fix the remuneration of the Directors at the SGM.

LETTER FROM THE BOARD

SPECIAL GENERAL MEETING

Set out on pages SGM-1 to SGM-2 of this circular is a notice convening the SGM for the purpose of considering and, if thought fit, approving the re-appointment of auditor of the Company and the fixing of the remuneration of the Directors.

A form of proxy for use at the SGM is enclosed herewith. Whether or not you intend to attend and/or vote at the SGM 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 SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall 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 SGM will be voted by poll. An announcement on the results of the SGM will be made by the Company thereafter.

RECOMMENDATION

The Board considers that the re-appointment of auditor of the Company and the fixing of remuneration of Directors are in the best interests of the Company and the Shareholders as a whole and therefore recommends that the Shareholders to vote in favour of all resolutions to be proposed at the SGM. In particular, the Board considers that the re-appointment of ZHONGHUI ANDA CPA Limited as the auditor of the Company is the most practicable solution currently available to the Board as it could avoid unnecessary delay that would have been caused had the Company appointed a new auditor to perform the professional works in connection with the resumption proposal, which is being prepared by the Company. For the reasons set out above, the Board is of the view that the re-appointment of ZHONGHUI ANDA CPA Limited as the auditor of the Company is a necessary and commercially viable decision and would be in the best interest of the Company and its Shareholders as a whole, the Directors therefore recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the SGM.

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

NOTICE OF SPECIAL 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 a special 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, 7 November 2016 at 10:30 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board (the “**Board**”) of directors of the Company (the “**Directors**”) to fix its remuneration.
2. To authorise the Board to fix the remuneration of the Directors for the period from the date of their appointment until the date of the next annual general meeting of the Company.

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

Hong Kong, 19 October 2016

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

NOTICE OF SPECIAL GENERAL MEETING

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), 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. As at the date of this notice, the Board consists seven Directors, namely Ms. Zhao Wenjia (Chief Executive Officer) as executive Director, Mr. Xu Lei, Ms. Gu Yawei and Mr. Xu Ming as non-executive Directors, and Mr. Yao Yongjie, Mr. Ma Jianwei and Mr. Sinn Wai Kin Derek as independent non-executive Directors.