

# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shenzhen Mingwah Aohan High Technology Corporation Limited, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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深圳市明華澳漢科技股份有限公司

**Shenzhen Mingwah Aohan High Technology Corporation Limited \***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 8301)

**GENERAL MANDATE TO ISSUE SHARES  
AND AUTHORITY TO AMEND THE ARTICLES OF ASSOCIATION,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page i of this circular for measures being taken at the Annual General Meeting in the attempt to prevent and control the spread of the novel coronavirus ("COVID-19") and in compliance with the relevant requirements or recommendations of government authorities in Shenzhen, including:

- (i) Compulsory body temperature checks and health declaration for every Shareholder or proxy attending the AGM.
- (ii) Each Shareholder or proxy is required to wear a surgical facial mask throughout the AGM.
- (iii) Any person who has travelled outside Shenzhen in the 14-day period prior to the AGM will not be permitted to attend the Annual General Meeting.
- (iv) Seating arrangements of all attendees shall be arranged by the Company so as to maintain a distance of not less than 1.5 meters between each of the attendees at the AGM.
- (v) No refreshment will be served and no corporate gifts will be distributed at the AGM.

**Any person who does not comply with the precautionary measures may be denied entry into the venue of the AGM at the Company's discretion, to the extent permitted by the applicable laws and regulations. In light of the epidemic situation of COVID-19, the Company wishes to remind the Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.**

Capitalized terms in this cover page shall have the same meanings as defined in this circular.

The notice convening the AGM to be held at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 on Friday, 28 August 2020 at 2:00 p.m. are set out on pages 12 to 15 of this circular.

Form of proxy for use at the AGM (or any adjournment thereof) are enclosed. Whether or not you are able to attend and vote at the AGM or at any adjournment thereof (as the case may be) in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same to the registered office of the Company at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 (for holders of Domestic Shares) or at the Investor Communications Centre of the Company's H Shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) not less than 24 hours before the time appointed for the holding of the relevant meeting or at any adjournment (as the case may be) thereof. Such form of proxy for the AGM is also published on the GEM website (<http://www.hkgem.com>) and the website of the Company ([www.mwcard.com](http://www.mwcard.com)). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment (as the case may be) thereof should you so wish.

Reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip and return it to the registered office of the Company at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 on or before Friday, 7 August 2020 in accordance with the instructions printed thereon.

This circular will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> and on the Company's website at [www.mwcard.com](http://www.mwcard.com) for at least 7 days from the date of its posting.

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the epidemic situation of the COVID-19 situation, in the attempt to prevent and control the spread of COVID-19 and in compliance with the relevant requirements or recommendations of government authorities in Shenzhen, the Company will take the following precautionary measures at the AGM:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the venue of the AGM. Any person with a body temperature of over 37.3 degrees Celsius, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the AGM at the Company's discretion, to the extent permitted by the applicable laws and regulations.
- (ii) Each Shareholder or proxy is required to wear a surgical facial mask throughout the AGM.
- (iii) Any person attending the AGM will be required to make a declaration as to whether they have travelled outside Shenzhen in the 14-day period to the AGM, and those who has travelled outside Shenzhen in the 14-day period prior to the AGM will not be permitted to attend the AGM.
- (iv) Seating arrangements of all attendees shall be arranged by the Company so as to maintain a distance of not less than 1.5 meters between each of the attendees at the AGM.
- (v) No refreshment will be served and no corporate gifts will be distributed at the AGM.

Any person who does not comply with the precautionary measures may be denied entry into the venue of AGM at the Company's discretion, to the extent permitted by the applicable laws and regulations. In light of the epidemic situation of COVID-19, the Company wishes to remind the Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at zhangtao@mwc.com.

If any Shareholder has any question relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's H Shares registrar and transfer office in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited  
Address: 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
Tel: +852 2862 8555  
Fax: +852 2865 0990  
Email: hkinfo@computershare.com.hk

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the AGM as appropriate in order to minimize any risk to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time.

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the following meaning:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People’s Republic of China, Zip Code: 518000 on Friday, 28 August 2020, at 2:00 p.m.
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Shenzhen Mingwah Aohan High Technology Corporation Limited* (深圳市明華澳漢科技股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and the issued H Shares of which are listed on the GEM (stock code: 8301)
“Director(s)”	director(s) of the Company from time to time
“Domestic Share(s)”	the domestic Share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for in RMB
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general mandate proposed to be granted to the Board to allot, issue and deal with the number of Domestic Shares and/or H Shares not exceeding 20% of the respective number of Domestic Shares and/or H Shares in issue on the date of passing the relevant resolution approving the General Mandate
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign Share(s) of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars

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## DEFINITIONS

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“Latest Practicable Date”	7 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, which excludes Hong Kong, Macau Special Administrative Regions and Taiwan for the purpose of this circular
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

\* *for identification purposes only*

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LETTER FROM THE BOARD

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深圳市明華澳漢科技股份有限公司  
**Shenzhen Mingwah Aohan High Technology Corporation Limited \***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 8301)**

*Executive Directors:*

Mr. Zhang Tao (*Chairman*)

Mr. Lang Yu

Mr. Liu Jianfeng

*Non-Executive Director:*

Mr. Zhou Liang Hao

*Independent Non-Executive Directors:*

Mr. Yu Xiuyang

Mr. Wei Wei

*Registered Office and Principal Place of  
Business in the PRC:*

Room 5D, JINRUN BUILDING (金潤大廈)  
SHEN NAN Avenue 6019, Futian District,  
Shenzhen, Guangdong Province,  
the People's Republic of China,  
Zip Code: 518000

*Principal Place of Business in Hong Kong:*

Room 913, 9/F.,  
Woon Lee Commercial Building,  
7-9 Austin Avenue, Tsim Sha Tsui,  
Kowloon, Hong Kong

10 July 2020

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES  
AND AUTHORITY TO AMEND THE ARTICLES OF ASSOCIATION,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information relating to the resolutions to be proposed at the AGM for (i) the proposed General Mandate to issue shares; (ii) the proposed grant of authority to the Board to amend the Articles of Association as required by the exercise of the General Mandate; (iii) the re-election of retiring Directors; and to give you

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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notice of the AGM and seek your approval of the resolutions relating to these matters to be proposed at the AGM.

### **2. PROPOSED GENERAL MANDATE TO ISSUE SHARES**

In order to ensure that flexibility and discretion are given to the Directors to issue new Shares when they consider appropriate, resolution no. 6 will be proposed at the AGM as an ad hoc resolution to grant the General Mandate to the Board to allot, issue or otherwise deal with additional Domestic Shares and/or H Shares not exceeding 20% of the respective number of the Domestic Shares and/or H Shares in issue on the date of passing such resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 599,800,000 Domestic Shares and 200,200,000 H shares. Subject to the passing of the resolution approving the grant of the General Mandate and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 119,960,000 Domestic Shares and 40,040,000 H Shares under the General Mandate. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, the Articles of Association, and the applicable laws and regulations of the PRC.

The General Mandate will, if granted, remain effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of such resolution; or (ii) the expiration of the twelve-month period following the passing of such resolution; or (iii) its revocation or variation by an ad hoc resolution of the Shareholders in general meeting. The Company does not have any current plan to utilise the General Mandate, if granted.

### **3. AUTHORITY TO AMEND THE ARTICLES OF ASSOCIATION**

Subject to the passing of the resolution approving the grant of the General Mandate at the AGM, the Board further proposes to seek approval of the Shareholders at the AGM to authorise the Board to amend the Articles of Association in such manner as it may consider necessary and expedient to increase the registered capital of the Company and reflect its new capital structure necessitated by/consequent on the exercise of the General Mandate by the Board.

### **4. RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 10.02 of the Articles of Association, at each annual meeting of Shareholders, one third of the current directors (if the number of directors is not three or multiples of three, the number shall be the closest to, but no less than, one third) shall depart in rotation. Pursuant to code provision A.4.2 of Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Accordingly, Mr. Zhou Liang Hao and Mr. Yu Xiuyang will retire by rotation as Directors at the AGM and, being eligible, offer themselves for re-election.



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## LETTER FROM THE BOARD

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Pursuant to Article 10.02 of the Articles of Association and code provision A.4.2 of Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Accordingly, Mr. Lang Yu and Mr. Liu Jianfeng, who were appointed as executive Directors on 27 June 2019 and 10 September 2019 respectively, will retire at the AGM and, being eligible, offer themselves for re-election.

Recommendations to the Board for the proposal for re-election of Mr. Lang Yu and Mr. Liu Jianfeng as executive Directors, Mr. Zhou Liang Hao as a non-executive Director and Mr. Yu Xiuyang as an independent non-executive Director were made by the nomination committee of the Company (the “**Nomination Committee**”), after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

The biography details of Mr. Lang Yu, Mr. Liu Jianfeng, Mr. Zhou Liang Hao and Mr. Yu Xiuyang proposed to be re-elected at the AGM are set out in the paragraph headed “Details of retiring Directors proposed to be re-elected” in the Appendix to this circular.

### **Recommendation of the Nomination Committee with respect to the Independent Non-Executive Directors subject to re-election at the AGM**

In regards to the independence of Mr. Yu Xiuyang, he does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies so his independent judgment would not be interfered. Mr. Yu has provided a written confirmation based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and the Nomination Committee is satisfied that Mr. Yu meets the independence criteria set out in Rule 5.09 of the GEM Listing Rules and is independent. In addition, the Nomination Committee had evaluated his respective performance and is of the view that he has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company’s affairs.

The Nomination Committee is also of the view that Mr. Yu Xiuyang would bring to the Board his own perspectives, skills and experiences, as further described in his respective biography in the Appendix to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Yu Xiuyang can contribute to the diversity of the Board, in particular, with his strong and diversified educational background and professional experience.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Yu Xiuyang for re-election as an independent non-executive Director at the AGM.

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## LETTER FROM THE BOARD

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### 5. AGM AND ACTION TO BE TAKEN

A notice convening the AGM to be held at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 on Friday, 28 August 2020 at 2:00 p.m. are set out on pages 12 to 15 of this circular.

Ad hoc resolutions will be proposed to the Shareholders at the AGM, to consider and, if thought fit, approve the grant of the General Mandate and the authorities to the Board to amend the Articles of Association as required by the exercise of the General Mandate.

Common resolutions will be proposed to the Shareholders at the AGM to consideration and, if thought fit, approve the re-election of Mr. Lang Yu, Mr. Liu Jianfeng, Mr. Zhou Liang Hao and Mr. Yu Xiuyang as Directors.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. The resolutions proposed to be approved at the AGM will be taken by poll and an announcement regarding the poll results of the AGM will be made by the Company after the AGM.

A form of proxy for use at the AGM (or any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the website of GEM ([www.hkgem.com](http://www.hkgem.com)) and the website of the Company ([www.mwcard.com](http://www.mwcard.com)). Whether or not you intend to attend the AGM (or any adjournment thereof), you are requested to complete, sign and return (i) the enclosed reply slip in accordance with the instructions printed thereon and return the same to the registered office of the Company at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 not later than Friday, 7 August 2020 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon, and deposit the same to the registered office of the Company at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 (for holders of Domestic Shares) or at the Investor Communications Centre of the Company's H Shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) as soon as possible but in any event not less than 24 hours before the time appointed for the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meetings if you so wish.

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## LETTER FROM THE BOARD

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### 6. CLOSURE OF REGISTER OF SHAREHOLDERS

The register of shareholders of the Company will be closed from Wednesday, 29 July 2020 to Friday, 28 August 2020 (both dates inclusive) during which no transfer of Shares will be registered for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company at the Company's registered office at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 (for holders of Domestic Shares) or the Company's H Shares 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 holders of H Shares) for registration no later than 4:30 p.m. on Tuesday, 28 July 2020.

### 7. RECOMMENDATION

The Directors consider that the General Mandate and the related authority to amend the Articles of Association are in the interests of the Company and the Shareholders as a whole, and accordingly would recommend the Shareholders to vote in favour of the resolutions approving the General Mandate and the related authority to amend the Articles of Association at the AGM.

The Directors consider that the re-election of retiring Directors is in the interests of the Company and the Shareholders as a whole, and accordingly would recommend the Shareholders to vote in favour of the resolutions approving the re-election of retiring Directors at the AGM.

### 8. RESPONSIBILITY STATEMENT

This circular, 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 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.

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

Yours faithfully,

By Order of the Board

**Shenzhen Mingwah Aohan High Technology Corporation Limited**

**Zhang Tao**

*Chairman*

**DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED**

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM.

**Mr. Lang Yu**

Mr. Lang Yu (郎宇) (“**Mr. Lang**”), aged 48, is an executive Director appointed on 27 June 2019. He obtained a bachelor degree in international trades from the University of International Business and Economics (對外經濟貿易大學) in 1993 and a master degree in business administration degree from the University of Miami in 1999. Prior to joining the Company, he worked in Googut Wine & Spirits Co., Ltd\* (歌德盈香股份有限公司) from March 2014 to May 2019 where he was promoted to the position of vice president. From December 2011 to March 2014, he worked as the vice-general manager of DeWe Holding Group Co., Ltd\* (德威控股集團有限公司). Mr. Lang has over 10 years of experience in business administration and has worked in multinational conglomerates as well as a governmental body. Mr. Lang is currently also a director of Googut Mingwah (Hong Kong) Limited (the “**HKJV**”), a joint venture company formed between the Group and Googut Wine & Spirits Trading Company Limited, where the Group is interested in 40% of the entire issued share capital of the HKJV.

Mr. Lang entered into a service agreement with the Company for a term of two years commencing from 27 June 2019 and is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM pursuant to the Articles of Association and the GEM Listing Rules. The monthly director’s fee of Mr. Lang is RMB10,000, which was determined by the Board and the remuneration committee of the Company with reference to his background, responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Mr. Lang does not hold any other directorships in other public companies listed in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; (ii) Mr. Lang does not have any relationship with any directors, supervisors, senior management of the Company, substantial or controlling Shareholder of the Company as at the Latest Practicable Date; (iii) Mr. Lang does not hold other positions with the Company and its subsidiaries as at the Latest Practicable Date; and (iv) Mr. Lang does not have any interests or short position in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there is no information relating to Mr. Lang that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

**Mr. Liu Jianfeng**

Mr. Liu Jianfeng (劉劍鋒) (“**Mr. Liu**”), aged 52, is an executive Director appointed on 10 September 2019. Mr. Liu obtained a bachelor degree in engineering for macromolecular materials from Beijing Institute of Chemical Technology\* (北京化工學院) (now known as

Beijing University of Chemical Technology (北京化工大學) in July 1970. From April 2012 to August 2019, Mr. Liu worked as the vice president of Googut Wine & Spirits Co., Ltd\* (歌德盈香股份有限公司) (“Googut”).

Mr. Liu is a director of Googut and interested in approximately 0.92% of equity interest in Googut. As at the Latest Practicable Date, Googut is interested in 228,240,000 Domestic Shares, representing approximately 38.05% of the total issued Domestic Shares and approximately 28.53% of the entire issued share capital of the Company (including Domestic Shares and H shares of the Company). These Domestic Shares comprises of (i) 170,000,000 Domestic Shares which were beneficially owned by Googut; and (ii) 58,240,000 Domestic Shares which were the subject matter of an equity transfer agreement dated 21 August 2019 entered into between Googut and Zhuoyu Hengtai (Beijing) Safety Equipment Company Limited, the transfer of which is subject to the completion of the equity transfer agreement.

Mr. Liu entered into a service agreement with the Company for a term of two years commencing from 10 September 2019 and is subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM pursuant to the Articles of Association and the GEM Listing Rules. The monthly director’s fee of Mr. Liu is RMB10,000, which was determined by the Board and the remuneration committee of the Company with reference to his skill, knowledge and experiences, his duties and responsibilities with the Company, and the prevailing market conditions.

Save as disclosed above, (i) Mr. Liu does not hold any other directorships in other public companies listed in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; (ii) Mr. Liu does not have any relationship with any directors, supervisors, senior management of the Company, substantial or controlling Shareholder of the Company as at the Latest Practicable Date; (iii) Mr. Liu does not hold other positions with the Company and its subsidiaries as at the Latest Practicable Date; and (iv) Mr. Liu does not have any interests or short position in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there is no information relating to Mr. Liu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

#### **Mr. Zhou Liang Hao**

Mr. Zhou Liang Hao, aged 44, is a non-executive Director appointed on 4 August 2016. He has rich experience in financial management, corporate governance, supply chain management and high technology areas. Since 2007, he has been the chief financial officer of Zhong Tian Tai Fu (Beijing) Technology Limited. Before that, he worked in Beijing Guang Gu Technology Limited from 1997 to 2007 and was the chief financial controller in 2007. He graduated with a bachelor degree in Thermal Engineering from Beijing University of Technology in 1999.

The Company has entered into a service agreement with Mr. Zhou for a term of three years commencing from August 2019 and subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM pursuant to the Articles of Association and the GEM Listing Rules. The monthly director's fee of Mr. Zhou is RMB10,000, which was determined by the Board and the remuneration committee of the Company with reference to his background, responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Mr. Zhou does not hold any other directorships in other public companies listed in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; (ii) Mr. Zhou does not have any relationship with any directors, supervisors, senior management of the Company, substantial or controlling Shareholder of the Company as at the Latest Practicable Date; (iii) Mr. Zhou does not hold other positions with the Company and its subsidiaries as at the Latest Practicable Date; and (iv) Mr. Zhou does not have any interests or short position in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there is no information relating to Mr. Zhou that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

#### **Mr. Yu Xiuyang**

Mr. Yu Xiuyang, aged 65, is an independent non-executive Director appointed on 1 September 2015. He is currently the chairman of the remuneration committee of the Company and the members of the audit committee and the nomination committee of the Company. He graduated from the Faculty of Law at Shanghai University in 1998, and worked as the member of the Legal Publicity Division of Shanghai Bureau of Justice, the head of the research department of the Shanghai Law Society and the associate editor of Shanghai Journal of Legal Studies in 1997. In 2003, he founded Sunglow Elite Law Firm and served as the head of the firm. He was the executive director and vice president of Glorious Property Holdings Limited, a company listed on the Stock Exchange, from February 2009 to April 2014, and he retired in June 2014. He currently serves as the head of Sunglow Elite Law Firm. He was an executive director of DL Holdings Group Limited (formerly known as Season Pacific Holdings Limited) (Stock code: 1709) from May 2018 to November 2019.

The Company has entered into a service agreement with Mr. Yu for a term of three years commencing from November 2018 and subject to the requirements for retirement by rotation (at least once every three years) and re-election at the AGM pursuant to the Articles of Association and the GEM Listing Rules. The monthly director's fee of Mr. Yu is RMB10,000, which was determined by the Board and the remuneration committee of the Company with reference to his background, responsibilities and the prevailing market conditions.

Save as disclosed above, (i) Mr. Yu does not hold any other directorships in other public companies listed in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date; (ii) Mr. Yu does not have any relationship with any directors,

supervisors, senior management of the Company, substantial or controlling Shareholder of the Company as at the Latest Practicable Date; (iii) Mr. Yu does not hold other positions with the Company and its subsidiaries as at the Latest Practicable Date; and (iv) Mr. Yu does not have any interests or short position in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

Save as disclosed above, there is no information relating to Mr. Yu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor is there any matter about him that needs to be brought to the attention of the Shareholders.

\* *for identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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深圳市明華澳漢科技股份有限公司

**Shenzhen Mingwah Aohan High Technology Corporation Limited \***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 8301)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of **Shenzhen Mingwah Aohan High Technology Corporation Limited** (the “Company”) will be held at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People’s Republic of China, Zip Code: 518000 on Friday, 28 August 2020 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

### COMMON RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company, the directors’ report, the report of supervisory committee and the independent auditor’s report of the Company for the year ended 31 December 2019.
2.
  - (a) To re-elect Mr. Lang Yu as an executive director of the Company.
  - (b) To re-elect Mr. Liu Jianfeng as an executive director of the Company.
  - (c) To re-elect Mr. Zhou Liang Hao as a non-executive director of the Company.
  - (d) To re-elect Mr. Yu Xiuyang as an independent non-executive director of the Company.
3. To authorize the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of the directors of the Company.
4. To authorize the Board to fix the remuneration of the supervisors of the Company.
5. To re-appoint KTC Partners CPA Limited as auditor of the Company and to authorize the Board to fix their remuneration.



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## NOTICE OF ANNUAL GENERAL MEETING

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### AD HOC RESOLUTIONS

6. To consider and if the right fit, pass with or without modifications, the following resolution as an ad hoc resolution:

**“THAT**

- (a) a general mandate (the **“General Mandate”**) be and is hereby unconditionally given to the Board during the Relevant Period to allot, issue or otherwise deal with additional domestic shares in the share capital of the Company (the **“Domestic Shares”**) and/or overseas listed foreign shares in the share capital of the Company (the **“H Shares”**), and to make or grant offers, agreements and options which would or might require the exercise of such power, subject to the following conditions:
- (i) the General Mandate shall not extend beyond the Relevant Period save that the Board may, during the Relevant Period, make or grant offers, agreements and options which would or might require the exercise of such power at any time during or after the end of the Relevant Period;
  - (ii) the number of Domestic Shares and H Shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Board pursuant to the General Mandate shall not exceed 20% of the respective number of the Domestic Shares and/or H Shares in issue as at the date of the passing of this resolution; and
  - (iii) the General Mandate shall be exercised in accordance with the Company Law of the People’s Republic of China (the **“PRC”**) and Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, and such exercise shall be conditional upon, where applicable, the approval of the China Securities Regulatory Commission and/or other relevant authorities in the PRC and/or the GEM of The Stock Exchange of Hong Kong Limited.

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 following the passing of this resolution; or
- (ii) the expiration of the period of 12 months following the passing of this resolution; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the date on which the General Mandate is revoked or varied by ad hoc resolution of the Company in a general meeting.
- (b) contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised:
  - (i) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
  - (ii) to determine the use of proceeds, and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or other places and jurisdictions (as appropriate); and
  - (iii) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (a) of this resolution, and to register the increased capital with the relevant authorities in the PRC.”
- 7. To consider and if thought fit, pass with or without modifications, the following resolution as an ad hoc resolution:

“**THAT** subject to the passing of ad hoc resolution approving the grant of the General Mandate, the Board be and is hereby authorised to make such amendments to the articles of association of the Company as it may deem necessary and expedient to increase the registered capital of the Company and reflect its new capital structure necessitated by/consequent on the exercise of the General Mandate by the Board.”

### COMMON RESOLUTION

- 8. To transact any other business, if any.

By Order of the Board  
**Shenzhen Mingwah Aohan High Technology Corporation Limited**  
**Zhang Tao**  
*Chairman*

Shenzhen, the PRC, 10 July 2020

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*Notes:*

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if such shareholder is a holder of two or more shares) to attend and vote in his stead. A proxy need not be a shareholder of the Company. A form of proxy for use at the AGM is enclosed herewith.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited to the registered office of the Company at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 (for holders of Domestic Shares) or at the Investor Communications Centre of the Company's H Shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof if the shareholder so desires, and in such event any form of proxy shall be deemed revoked.
- (3) The register of shareholders of the Company will be closed from Wednesday, 29 July 2020 to Friday, 28 August 2020 (both dates inclusive) during which no transfer of shares of the Company will be registered for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company at the Company's registered office at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 (for holders of Domestic Shares) or the Company's H Shares 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 holders of H shares) for registration no later than 4:30 p.m. on Tuesday, 28 July 2020.
- (4) Shareholders who intend to attend the AGM are requested to complete and sign, and return the enclosed reply slip to the registered office of the Company at Room 5D, JINRUN BUILDING (金潤大廈) SHEN NAN Avenue 6019, Futian District, Shenzhen, Guangdong Province, the People's Republic of China, Zip Code: 518000 on or before Friday, 7 August 2020.
- (5) Shareholders or their proxies attending the AGM shall produce their identification documents for the Company's verification purpose.
- (6) In the event of any inconsistency, the English text of this notice shall prevail over the Chinese text.

\* *for identification purposes only*