
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this supplemental 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 supplemental circular and the accompanying revised form of proxy 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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 10 JULY 2020 IN RELATION TO GENERAL MANDATE TO ISSUE SHARES AND AUTHORITY TO AMEND THE ARTICLES OF ASSOCIATION, RE-ELECTION OF RETIRING DIRECTORS AND REVISED NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page i of this supplemental 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.

This supplemental circular should be read together with the Circular of the Company dated 10 July 2020 and the notice of the Company 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..

A Revised Notice of the AGM is set out on pages 10 to 13 of this supplemental circular.

A Revised Form of Proxy for use at the AGM (or any adjournment thereof) of the Company is 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 Revised 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 Revised 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). Completion and return of the Revised 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.

This supplemental 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 for at least 7 days from the date of its posting.

PRECAUTIONARY MEASURES FOR THE AGM

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 Initial Form of Proxy or the Revised Form of Proxy attached to this supplemental circular (as the case maybe).

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@mcard.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
Website: www.computershare.com/hk/contact

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.

CHARACTERISTICS OF GEM

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

In this supplemental 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
“Circular”	means the circular of the Company dated 10 July 2020 in relation to the general mandate to issue shares and authority to amend the Articles of Association, re-election of retiring Directors and notice of AGM
“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
“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

DEFINITIONS

“Initial Form of Proxy”	means the form of proxy dispatched to the Shareholders together with the Circular on 10 July 2020
“Initial Notice of AGM”	means of the notice convening the AGM dated 10 July 2020
“Latest Practicable Date”	11 August 2020, being the latest practicable date prior to the printing of this supplemental 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 supplemental circular
“Revised Form of Proxy”	means the revised form of proxy for use at the AGM (or any adjournment thereof) enclosed with this supplemental circular
“Revised Notice of AGM”	means the revised notice of AGM as set out on pages 10 to 13 of this supplemental 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*

LETTER FROM THE BOARD



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
Mr. Chan Chun Kit

*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

13 August 2020

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 10 JULY 2020
IN RELATION TO GENERAL MANDATE TO ISSUE SHARES
AND AUTHORITY TO AMEND THE ARTICLES OF ASSOCIATION,
RE-ELECTION OF RETIRING DIRECTORS
AND
REVISED NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Circular, the Initial Notice of AGM and the announcement of the Company dated 6 August 2020 in relation to, *inter alia*, the appointment of Mr. Chan Chun Kit as an independent non-executive Director. This supplemental circular should be read together with the Circular and the Initial Notice of AGM which both contains, *inter alia*, information to

* *for identification purposes only*

LETTER FROM THE BOARD

be dealt with at the AGM. Unless the context requires otherwise, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to give you information on an additional common resolution to be proposed at the AGM (the “**Additional Resolution**”) relating to the re-election of retiring Director, Mr. Chan Chun Kit, who was appointed after the date of the Circular and will retire at the AGM pursuant to the Articles of Association, and seek your approval of the Additional Resolution. The Revised Notice of AGM is set out on pages 10 to 13 of this supplemental circular.

2. RE-ELECTION OF RETIRING DIRECTORS

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 the appointment. Accordingly, in addition to Mr. Lang Yu and Mr. Liu Jianfeng, Mr. Chan Chun Kit who has been appointed by the Board as an independent non-executive Director on 6 August 2020 will also retire at the AGM and, being eligible, offer himself for re-election.

Additional Resolution in respect of the re-election of Mr. Chan Chun Kit as an independent non-executive Director as set out in item 2(e) in the Revised Notice of AGM will be proposed at the AGM.

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 Additional Resolution to be proposed at the AGM. The Additional Resolution 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.

Recommendation of the Nomination Committee with respect to Mr. Chan Chun Kit, the Independent Non-Executive Director, subject to re-election at the AGM

Recommendations to the Board for the proposal for re-election of Mr. Chan Chun Kit 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.

In regards to the independence of Mr. Chan Chun Kit, 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. Chan 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. Chan meets the

LETTER FROM THE BOARD

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 will provide 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. Chan Chun Kit would bring to the Board his own perspectives, skills and experiences, as further described in his respective biography in the Appendix to this supplemental circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Chan Chun Kit 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. Chan Chun Kit for re-election as an independent non-executive Director at the AGM.

The biography detail of Mr. Chan Chun Kit proposed to be re-elected at the AGM is set out in the Appendix to this supplemental circular.

3. REVISED NOTICE OF AGM AND REVISED FORM OF PROXY

Given that the Initial Notice of AGM and the Initial Form of Proxy did not contain the Additional Resolution, a Revised Notice of AGM is set out on pages 10 to 13 of this supplemental circular. A Revised Form of Proxy for use at the AGM (or any adjournment thereof) is enclosed with this supplemental circular and such Revised Form of Proxy is also published on the website of GEM (www.hkgem.com) and the website of the Company (www.mwcard.com).

Whether or not you intend to attend the AGM (or any adjournment thereof), you are requested to complete, sign and return the enclosed Revised 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 (the "**Closing Time**"). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjourned meetings if you so wish.

LETTER FROM THE BOARD

Any Shareholder who has not yet lodged the Initial Form of Proxy with the Company or the Company's H Shares registrar and transfer office in Hong Kong is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Initial Form of Proxy should not be lodged with the Company or the Company's H Shares registrar and transfer office in Hong Kong.

Any Shareholder who has already lodged the Initial Form of Proxy with the Company or the Company's H Shares registrar and transfer office in Hong Kong should note that:

- (i) If no Revised Form of Proxy is lodged with the Company or the Company's H Shares registrar and transfer office in Hong Kong, the Initial Form of Proxy will be treated as a valid form of proxy lodged by him or her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM, including the Additional Resolution as set out in this supplemental circular and the Revised Notice of AGM but except for those resolutions to which the Shareholder has indicated his/her voting direction in the Initial Form of Proxy.
- (ii) If the Revised Form of Proxy is lodged with the Company or the Company's H Shares registrar and transfer office in Hong Kong before the Closing Time, the Revised Form of Proxy will revoke and supersede the Initial Form of Proxy previously lodged by him or her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (iii) If the Revised Form of Proxy is lodged with the Company or the Company's H Shares registrar and transfer office in Hong Kong after the Closing Time, the Revised Form of Proxy will be invalid. It will not revoke the Initial Form of Proxy previously lodged by the Shareholder. The Initial Form of Proxy will be treated as a valid form of proxy lodged by him or her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM, including the Additional Resolution as set out in this supplemental circular and the Revised Notice of AGM but except for those resolutions to which the Shareholder has indicated his/her voting direction in the Initial Form of Proxy.

Shareholders are reminded that completion and delivery of the Initial Form of Proxy and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the AGM or at any adjourned meeting(s) should they so wish.

The reply slip which was dispatched to the Shareholders together with the Circular remains unchanged and valid.

LETTER FROM THE BOARD

4. CLOSURE OF REGISTER OF SHAREHOLDERS

For avoidance of doubt, the register of shareholders of the Company will remain to 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.

5. RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the re-election of Mr. Chan Chun Kit is in the interests of the Company and the Shareholders as a whole, and accordingly recommend the Shareholders to vote in favour of the Additional Resolution.

6. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

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

Yours faithfully,

By Order of the Board

Shenzhen Mingwah Aohan High Technology Corporation Limited

Zhang Tao

Chairman

The following is the particulars of Mr. Chan Chun Kit, the independent non-executive Director who will be proposed to be re-elected at the AGM.

Mr. Chan Chun Kit

Mr. Chan Chun Kit (陳俊傑) (“**Mr. Chan**”) aged 37, is an independent non-executive Director appointed on 6 August 2020. He is currently the chairman of the audit committee of the Company and a member of each of the nomination committee and the remuneration committee of the Company. He obtained from the Hong Kong Polytechnic University a bachelor’s degree in accountancy in 2007 and a master’s degree in corporate governance in 2014. He is a member of each of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, the Institute of Chartered Secretaries and Administrators and the Singapore Institute of Directors.

Mr. Chan has over ten years of experience in financial advisory, financial reporting, financial management, corporate governance and auditing industry in Hong Kong, Singapore and Canada. From September 2007 to May 2011, Mr. Chan worked in an international audit firm. Mr. Chan was (i) the chief financial officer and company secretary of China Flexible Packaging Holdings Limited, a company with its shares formerly listed on the Singapore Exchange Securities Trading Limited (the “**Singapore Exchange**”) with stock code CFLX which was privatised and delisted from the Singapore Exchange in October 2017, from May 2011 to June 2018; and (ii) the regional financial controller of KTL Global Limited, a company with its shares listed on the Singapore Exchange with stock code EB7, from November 2018 to March 2020.

From July 2017 to June 2018, Mr. Chan was an independent non-executive director of Hua Han Industry Holdings Limited, a company with its shares listed on the Stock Exchange with stock code 587. Mr. Chan is currently (a) an independent non-executive director of Universe Printshop Holdings Limited, a company with its shares listed on GEM of the Stock Exchange with stock code 8448, since February 2018; (b) a director of Raffles Financial Group Limited, a company with its shares listed on the Canadian Securities Exchange under stock code RICH, since April 2020; and (c) an independent director of GS Holdings Limited, a company with its shares listed on the Singapore Exchange with stock code 43A, since May 2019.

The Company has entered into a service agreement with Mr. Chan for a term of three years commencing from 6 August 2020 which may be terminated by one-month written notice served by either party 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. Chan 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. Chan 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. Chan 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. Chan does not hold other positions with the Company and its subsidiaries as at the Latest Practicable Date; and (iv) Mr. Chan 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. Chan 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.



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)

Reference is made to the notice of annual general meeting (the “AGM”) of **Shenzhen Mingwah Aohan High Technology Corporation Limited** (the “Company”) dated 10 July 2020, which set out the date, time and venue of the AGM and the resolutions to be proposed for the approval by the shareholders of the Company.

REVISED NOTICE IS HEREBY GIVEN that the AGM of 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.
 - (e) To re-elect Mr. Chan Chun Kit 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.

REVISED NOTICE OF ANNUAL GENERAL MEETING

5. To re-appoint KTC Partners CPA Limited as auditor of the Company and to authorize the Board to fix their remuneration.

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

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period of 12 months following the passing of this resolution; or
 - (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, 13 August 2020

REVISED NOTICE OF ANNUAL GENERAL MEETING

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 revised form of proxy for use at the AGM is enclosed herewith.
- (2) To be valid, the revised 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 revised 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 revised form of proxy shall be deemed revoked.
- (3) The register of shareholders of the Company has been 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 or their proxies attending the AGM shall produce their identification documents for the Company's verification purpose.
- (5) In the event of any inconsistency, the English text of this notice shall prevail over the Chinese text.

* *for identification purposes only*