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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)

## REVISED NOTICE OF ANNUAL GENERAL MEETING

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.

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

- (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

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

*As at the date of this announcement, the executive Directors are Mr. Zhang Tao, Mr. Lang Yu and Mr. Liu Jianfeng; the non-executive Director is Mr. Zhou Liang Hao; and the independent non-executive Directors are Mr. Yu Xiuyang, Mr. Wei Wei and Mr. Chan Chun Kit.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 announcement 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 announcement misleading.*

*This announcement will remain on the website of the GEM of The Stock Exchange of Hong Kong Limited at [www.hkgem.com](http://www.hkgem.com) on the "Latest Listed Company Information" page for at least 7 days from the date of its posting.*