

---

## 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



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, RETIREMENT AND 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 Wednesday, 30 June 2021 at 2:00 p.m. are set out on pages 9 to 12 of this circular.

Form of proxy for use at the AGM (or any adjournment thereof) 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 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 Wednesday, 9 June 2021 in accordance with the instructions printed thereon.

This circular will remain on the "Latest Listed Company Information" 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.

---

## 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 form of proxy 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.

---

## PRECAUTIONARY MEASURES FOR THE AGM

---

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](http://www.computershare.com/hk/contact)

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserve 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.

---

**CONTENT**

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX — GENERAL INFORMATION</b> .....	8
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	9

---

## DEFINITIONS

---

*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 Wednesday, 30 June 2021, 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
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

---

## DEFINITIONS

---

“Latest Practicable Date”	11 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Main Board”	the Main Board of the Stock Exchange
“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*

---

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. Lang Yu  
Mr. Liu Jianfeng

*Non-Executive Directors:*

Mr. Zhang Tao (Chairman)  
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

14 May 2021

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES  
AND AUTHORITY TO AMEND THE ARTICLES OF ASSOCIATION,  
RETIREMENT AND 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 retirement and re-election of retiring Directors;

\* for identification purposes only



---

## LETTER FROM THE BOARD

---

and to give you 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/or 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. RETIREMENT AND 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. Zhang Tao, Mr. Lang Yu and Mr. Wei Wei will retire by rotation as Directors at the AGM. Mr. Lang Yu and Mr. Wei Wei will retire as an executive Director and an independent non-executive

---

## LETTER FROM THE BOARD

---

Director at the AGM respectively and not offer themselves for re-election. Each of Mr. Lang Yu and Mr. Wei Wei confirmed to the Company that his retirement was due to his intention to concentrate on his own business engagement, that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lang Yu and Mr. Wei Wei for their valuable contributions to the Company during their tenure of service. Mr. Zhang Tao, being eligible, offers himself for re-election.

Recommendation to the Board for the proposal for re-election of Mr. Zhang Tao as a non-executive Director, was 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. Zhang Tao proposed to be re-elected at the AGM are set out in the paragraph headed “Details of retiring Director proposed to be re-elected” in the Appendix to this circular.

### **Recommendation of the Nomination Committee with respect to the retiring Director subject to re-election at the AGM**

In regards to assessing the suitability of Mr. Zhang Tao for re-election, the Nomination Committee has reviewed and considered the Board’s composition and the biography of Mr. Zhang Tao in accordance with the nomination policy and board diversity policy of the Company. The Nomination Committee is of the view that Mr. Zhang Tao would bring to the Board his own perspectives, skills and experiences, as further described in his biography in the Appendix to this circular.

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

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Zhang Tao for re-election as a non-executive Director at the AGM.

### **Potential non-compliance with Rule 5.05(1) of the GEM Listing Rules**

Mr. Wei Wei’s retirement will take effect at the conclusion of the AGM, which is expected to be held on Wednesday, 30 June 2021. Following Mr. Wei Wei’s retirement as an independent non-executive Director, the number of independent non-executive Directors will fall below the minimum number required under Rule 5.05(1) of the GEM Listing Rules.

---

## LETTER FROM THE BOARD

---

The Company will endeavour to identify suitable candidate to fill the vacancies prior to the effective date of Mr. Wei Wei's retirement, and in any event, within 3 months from the effective date of Mr. Wei Wei's retirement pursuant to the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

### 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 Wednesday, 30 June 2021 at 2:00 p.m. is set out on pages 9 to 12 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 consider and, if thought fit, approve the re-election of Mr. Zhang Tao as a non-executive Director.

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 Wednesday, 9 June 2021 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.

---

## LETTER FROM THE BOARD

---

### 6. CLOSURE OF REGISTER OF SHAREHOLDERS

The register of shareholders of the Company will be closed from Monday, 31 May 2021 to Wednesday, 30 June 2021 (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 Friday, 28 May 2021.

### 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 Director 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 Director 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 DIRECTOR PROPOSED TO BE RE-ELECTED**

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

**Mr. Zhang Tao**

Mr. Zhang Tao (張韜) (“**Mr. Zhang**”), aged 40, has served as an executive Director since 11 April 2017 and was redesignated as a non-executive Director with effect from 11 May 2021, and the chairman of the Company since 11 January 2018. He has been appointed as the chief executive officer, an authorised representative of the Company and the compliance officer of the Company since 8 February 2018, but ceased to be the compliance officer and the chief executive officer following his redesignation as a non-executive Director. He was appointed as the chairman of the nomination committee of the Company on 9 April 2020. He has over 10 years of experience in the management of companies in the information technology industry. Before joining the Company, he worked as the chairman and general manager of Beijing Fengdong Technology Limited, a company specialized in development of software and hardware products. He holds a bachelor degree with major in Media Studies from Massey University in New Zealand. He served as the chief information officer of Fast Key Holdings Limited from July 2016 to June 2017. Since July 2017, he has served as the chief information officer of Mingwah Aohan Investment Group Limited, a subsidiary of the Company, and is responsible for information management and provision of administrative support to the Group.

Mr. Zhang entered into a letter of appointment with the Company for a term of one year commencing from 11 May 2021 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 remuneration of Mr. Zhang is HK\$50,000 per month, which was determined by the Board and the remuneration committee of the Company with reference to his background, expected duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, (i) Mr. Zhang 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. Zhang 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. Zhang does not hold other positions with the Company and its subsidiaries as at the Latest Practicable Date; and (iv) Mr. Zhang 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. Zhang 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.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



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 Wednesday, 30 June 2021 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 2020.
2. To re-elect Mr. Zhang Tao as a 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.
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.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### 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 (as defined below) 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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, 14 May 2021



---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) A shareholder of the Company (“**Shareholders**”) 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. 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 notorially 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 will be closed from Monday, 31 May 2021 to Wednesday, 30 June 2021 (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 Friday, 28 May 2021.
- (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 Wednesday, 9 June 2021.
- (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*