
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Hao Wen Holdings Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HAO WEN HOLDINGS LIMITED
皓文控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8019)

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
RE-APPOINTMENT OF AUDITOR
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 14 June 2024 at 2:30 p.m., is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting, you are advised to complete the form of proxy attached to the notice of AGM in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

30 April 2024

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 circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“2023 Annual Report”	the annual report of the Company for the year ended 31 December 2023
“AGM”	an annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong, on Friday, 14 June 2024 at 2:30 p.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors or a duly authorised committee thereof
“Company”	Hao Wen Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Directors”	the directors of the Company and each a “Director”
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the rules governing the listing of securities on GEM made by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time

DEFINITIONS

“New Issue Mandate”	the general and unconditional mandate to allot and issue securities of the Company not exceeding 20% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of the resolution approving the New Issue Mandate at the AGM
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company (excluding treasury shares) as at the date of passing of the resolution approving the Repurchase Mandate at the AGM
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



HAO WEN HOLDINGS LIMITED 皓文控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8019)

Executive Directors:

Mr. FENG Keming
Ms. BAI Jie

Independent non-executive Directors:

Mr. CHAN Kwan Yiu
Ms. MA Sijing
Ms. HO Yuen Ki

Registered office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head Office and Principal place of business:

Level 12
Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

30 April 2024

To Shareholders of the Company

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
RE-APPOINTMENT OF AUDITOR
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed new general mandate to issue and allot Shares, (ii) the proposed new general mandate to repurchase Shares, (iii) re-election of Directors and (iv) re-appointment of auditor of the Company, details of which are provided herewith as follows, and to give you notice of the AGM and seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the New Issue Mandate. The number of securities of the Company which may be allotted and issued pursuant to the New Issue Mandate is limited to a maximum of 20% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of the resolution approving the New Issue Mandate. As at the Latest Practicable Date, the number of issued shares of the Company is 356,072,058. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the New Issue Mandate, the maximum number of securities which may be issued pursuant to the New Issue Mandate will be 71,214,411 Shares. In addition, another ordinary resolution will be proposed that the New Issue Mandate be extended so that the Directors of the Company be given a general mandate to issue further securities of the Company of the aggregate number of shares of the Company repurchased under the Repurchase Mandate.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

Another ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate. The number of securities which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of the resolution approving the Repurchase Mandate.

EXPLANATORY STATEMENT

An explanatory statement containing information relating to the Repurchase Mandate, as required by Rule 13.08 of the GEM Listing Rules, is set out in the Appendix II to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 84 of the Articles of Association, at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot. Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director on the Board shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Accordingly, Ms. BAI Jie, Ms. MA Sijing and Ms. HO Yuen Ki shall retire at the AGM and being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Recommendations to the Board for the proposal for re-election of Ms. BAI Jie as an executive Director and Ms. MA Sijing and Ms. HO Yuen Ki as independent non-executive Directors were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Ms. BAI Jie as an executive Director and Ms. MA Sijing and Ms. HO Yuen Ki as independent non-executive Directors.

Biographical details of the retiring Directors to be re-elected at the AGM which are required to be disclosed under the GEM Listing Rules are set out in Appendix I to this circular.

Recommendation of the Nomination Committee with respect to the Independent Non-executive Director subject to Re-election at the AGM

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the GEM Listing Rules, any further appointment of an independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Ms. MA Sijing, being an independent non-executive Director, has given an annual confirmation of independence pursuant to the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules. Ms. MA Sijing was appointed as an independent non-executive Director on 24 November 2014, and as at the Latest Practicable Date, has served more than 9 years. During her years of appointment, Ms. MA Sijing has demonstrated her ability to provide an independent view to the Company's matters. Ms. MA Sijing has satisfied all the criteria for independence as set out in Rule 5.09 of the GEM Listing Rules. Notwithstanding her years of service as an independent non-executive Director, the Board considers that Ms. MA Sijing's objective and independent advice based on her extensive experience and knowledge remain important and valuable to the Company, and that long service on the Board would not affect her exercise of independent judgement. The Board believes that her re-election as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole, and therefore recommends Ms. MA Sijing for re-election as an independent non-executive Director at the AGM.

The Nomination Committee had assessed and reviewed the written confirmation of independence of the independent non-executive Directors who have offered themselves for re-election at the AGM (namely, Ms. MA Sijing and Ms. HO Yuen Ki) based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and are satisfied that they remain independent in accordance with Rule 5.09 of the GEM Listing Rules. In addition, the Nomination Committee had evaluated their performance and are of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

LETTER FROM THE BOARD

The Nomination Committee is also of the view that Ms. MA Sijing and Ms. HO Yuen Ki would bring to the Board their own perspective, skills and experience, as further described in their respective biographies in Appendix I to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Ms. MA Sijing and Ms. HO Yuen Ki can contribute to the diversity of the Board, in particular, with their strong professional experiences in their expertise, including their in-depth knowledge in audit and accounting.

RE-APPOINTMENT OF AUDITOR

McMillan Woods (Hong Kong) CPA Limited will retire as auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

THE AGM

A notice convening the AGM is set out on pages 14 to 18 of this circular.

The resolutions for the New Issue Mandate, the Repurchase Mandate, the re-election of Directors and re-appointment of auditor of the Company will be proposed at the AGM for your consideration and approval. All resolutions proposed at the AGM will be voted on by poll. A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are advised to complete the form of proxy and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM, or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

RECOMMENDATION

The Directors consider that the New Issue Mandate, the Repurchase Mandate, the re-election of Directors and re-appointment of auditor of the Company referred to in this circular are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions 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 resolutions which will be proposed at the AGM.

LETTER FROM THE BOARD

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.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
On behalf of the Board
HAO WEN HOLDINGS LIMITED
FENG Keming
Executive Director

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

1. Ms. BAI Jie

Ms. BAI Jie (“**Ms. Bai**”), aged 44, joined the Company in 2023 as an executive Director. Ms. Bai has over 10 years of experience in investment and financial industry as well as extensive experiences in project and corporate management in different industries.

Ms. Bai has not entered into a service agreement with the Company, but she is still subject to retirement by rotation and re-election at the next following annual general meeting of the Company in accordance with the GEM Listing Rules and the Articles of Association. She is entitled to a Director’s emolument of HK\$20,000 per month, which is determined with recommendation of the remuneration committee of the Company with reference to her duties, responsibilities, qualifications, experiences and the prevailing market conditions.

Save as disclosed above, Ms. Bai (i) has not held any directorship in any listed public companies in the last three years; (ii) does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions with other members of the Group; and (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company within the meaning of the GEM Listing Rules.

Save as disclosed herein, there is no other information relating to Ms. Bai that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders.

2. Ms. MA Sijing

Ms. MA Sijing (“**Ms. Ma**”), aged 51, joined the Company in 2014 as an independent non-executive Director, a member of the audit committee, the remuneration committee and the nomination committee of the Board. Ms. Ma graduated from 中央廣播電視大學 (China Central Radio and TV University*) specializing in social work and obtained the certificate of accounting profession issued by 深圳龍崗財政局 (Shenzhen Longgang Municipal Finance Bureau*) in the PRC in May 2005. Ms. Ma is currently the financial controller of a nongovernmental organization, primarily responsible for the financial and accounting matters, in the PRC. Ms. Ma has over 15 years’ experience in financial and accounting in different sectors, such as biotech industries and social services in the PRC.

Ms. Ma has not entered into any letter of appointment with the Company. Ms. Ma has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles of Association. Ms. Ma had received a Director’s emolument of HK\$120,000 for the year ended 31 December 2023 as determined based on duties and responsibilities for acting as an independent non-executive Director, and shall be subject to the review by the Board from time to time at such rate as shall be determined by the Board and the remuneration committee of the Board.

Save as disclosed above, Ms. Ma (i) has not held any directorship in any listed public companies in the last three years; (ii) does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions with other members of the Group; and (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company within the meaning of the GEM Listing Rules.

Save as disclosed herein, there is no other information relating to Ms. Ma that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders.

* *For identification purposes only*

3. Ms. HO Yuen Ki

Ms. HO Yuen Ki (“**Ms. Ho**”), aged 41, joined the Company in 2016 as an independent non-executive Director, a member of the audit committee, the remuneration committee and the nomination committee of the Board. Ms. Ho was graduated from University of Salford with the degree of Bachelor of Science (Hons.) in Finance and Accounting in 2004. Ms. Ho is a member of the Association of Chartered Certified Accountants. Ms. Ho has over 10 years of experience in auditing and accounting in different sectors, such as apparels industry and accountant firms.

Ms. Ho has not entered into a letter of appointment with the Company. Ms. Ho has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles of Association. Ms. Ho had received a Director’s emolument of HK\$120,000 for the year ended 31 December 2023 as determined based on duties and responsibilities for acting as an independent non-executive Director, and shall be subject to the review by the Board from time to time at such rate as shall be determined by the Board and the remuneration committee of the Board.

Save as disclosed above, Ms. Ho (i) has not held any directorship in any listed public companies in the last three years; (ii) does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions with other members of the Group; and (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company within the meaning of the GEM Listing Rules.

Save as disclosed herein, there is no other information relating to Ms. Ho that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders.

The following is the explanatory statement required to be sent to Shareholders pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate which, if approved, would authorise the Directors to repurchase the Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 356,072,058 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution number 5 set out in the notice of the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 35,607,205 Shares, representing 10% of the total issued Shares (excluding treasury shares) during the course of the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders general meeting, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Directors to repurchase Shares of the Company in the market. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the GEM Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Share repurchase will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the 2023 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate of the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules) has notified the Company of any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the calendar months since April 2023 were as follows:

	Shares	
	Highest HK\$	Lowest HK\$
2023		
April	0.242	0.212
May	0.250	0.232
June	0.250	0.205
July	0.225	0.191
August	0.500	0.181
September	0.213	0.213
October	0.213	0.213
November	0.219	0.189
December	0.225	0.219
2024		
January	0.223	0.223
February	0.220	0.200
March	0.220	0.220
April (up to the Latest Practicable Date)	0.220	0.220

7. SHARE PURCHASES MADE BY THE COMPANY

No purchases of Shares have been made by the Company (whether on GEM or otherwise) during the six months preceding the Latest Practicable Date.

8. THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, there is no Shareholder that is interested in more than 10% of the total voting rights of the Shares in issue.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the Shares of the Company. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will result in the amount of Shares held by the public being reduced to less than 25%, the minimum prescribed percentage for the Shares to be held by the public after listing of the Shares on GEM.

9. CORE CONNECTED PERSON

No core connected person (as defined in the GEM Listing Rules) has notified the Company that it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

NOTICE OF AGM



HAO WEN HOLDINGS LIMITED 皓文控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8019)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**AGM**”) of Hao Wen Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 14 June 2024 at 2:30 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and of the auditors of the Company for the year ended 31 December 2023.
2. (i) To re-elect Ms. BAI Jie as an executive Director;
(ii) To re-elect Ms. MA Sijing as an independent non-executive Director; and
(iii) To re-elect Ms. HO Yuen Ki as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and authorise the Board to fix its remuneration.

To consider and if thought fit, to pass with or without modification of the following resolutions as Ordinary Resolutions:

5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue additional securities of the Company or to resell treasury shares of the Company (if permitted under the GEM Listing Rules) and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of securities of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, or (iii) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed 20% of the number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (3) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Company or the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF AGM

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its securities on GEM or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of securities of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of Cayman Islands, to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

7. “**THAT** conditional upon resolutions Nos. 5 and 6 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue shares pursuant to resolution No. 5 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of securities of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of securities of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6 set out in the notice convening this meeting, provided that such number of securities shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution.”

By order of the Board of
HAO WEN HOLDINGS LIMITED
FENG Keming
Executive Director

Hong Kong, 30 April 2024

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:

Level 12, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

Notes:

1. For determining the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all duly completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 7 June 2024.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.

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4. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
5. An explanatory statement containing further details regarding ordinary resolution no. 6 above is set out in the Appendix II to the circular of the Company of which this notice forms part.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force in Hong Kong any time after 12:00 noon on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.tricor.com.hk/webservice/008019 and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.