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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hong Wei (Asia) Holdings Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

HONG WEI (ASIA) HOLDINGS COMPANY LIMITED
鴻偉（亞洲）控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8191)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") to be held at 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, on Tuesday, 26 May 2026 at 10:30 a.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not less than 48 hours before the time appointed for holding the AGM (i.e., not later than 10:30 a.m. on Friday, 22 May 2026), or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment in person if you so wish.

This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company's website at www.hongweiasia.com.

30 April 2026

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 main board of 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be held at 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 26 May 2026 at 10:30 a.m.
"AGM Notice"	the notice convening the AGM as set out on pages AGM-1 to AGM-5 of this circular
"Articles" or "Articles of Association"	the articles of association of the Company
"Board"	the board of Directors
"Close associate(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Company"	Hong Wei (Asia) Holdings Company Limited (鴻偉(亞洲)控股有限公司), a company incorporated in Hong Kong with limited liability on 28 May 2012
"Controlling Shareholder"	has the meaning ascribed to it under the GEM Listing Rules
"core connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	director(s) of the Company
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Issue Mandate"	a general mandate authorizing the Directors to allot, issue and deal with the Shares of the Company not exceeding 20% of the total number of issued Shares as at 30 June 2025, being the date on which such issue mandate was granted by Shareholders, plus the aggregate number of Shares repurchased by the Company under the Repurchase Mandate (if any)
"Latest Practicable Date"	28 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Mr. Wong"	Mr. Wong Cheung Lok, a Controlling Shareholder of the Company
"PRC"	the People's Republic of China
"Proposed Extension Mandate"	to extend the Proposed Issue Mandate to the Directors to issue and allot additional Shares by adding the number of Shares repurchased by the Company under the Proposed Repurchase Mandate
"Proposed Issue Mandate"	a general mandate to the Directors to allot, issue and deal with shares of the Company (including any sale or transfer of treasury shares held in treasury) not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4(A) of the AGM Notice
"Proposed Repurchase Mandate"	a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4(B) of the AGM Notice
"Repurchase Mandate"	a general mandate authorizing the Directors to repurchase the shares of the Company on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at 30 June 2025, being the date on which such repurchase mandate was granted by Shareholders

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) in the share capital of the Company or if there is a subsequent subdivision or consolidation of the share capital of the Company, shares forming part of the equity share capital of the Company after such subdivision or consolidation
"Shareholders"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"treasury shares"	has the same meaning as defined in the GEM Listing Rules

All times and dates referred to in this circular refer to Hong Kong local times and dates.

HONG WEI (ASIA) HOLDINGS COMPANY LIMITED
鴻偉（亞洲）控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8191)

Executive Directors:
Ms. Liu Yan
Mr. Wong Kin Ching

Non-Executive Directors
Mr. Chen Gang

Independent Non-executive Directors:
Mr. Cheung Wai Yin Wilson
Mr. Guo Ensheng
Ms. Zhao Jianhong

Registered Office:
Unit 603, 6/F
Admiralty Centre, Tower 1
18 Harcourt Road
Admiralty
Hong Kong

30 April 2026

To the Shareholders

Dear Sirs or Madams,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following matters to be put forward at the AGM for Shareholders' consideration and, if thought fit, approval of:

(i) the grant of the Proposed Issue Mandate to the Directors;

(ii) the grant of the Proposed Repurchase Mandate to the Directors;

(iii) the grant of the Proposed Extension Mandate to the Directors; and

(iv) the re-election of Directors.

GENERAL MANDATES

On 30 June 2025, resolutions were passed by Shareholders at the previous annual general meeting of the Company for the grant of the Issue Mandate and the Repurchase Mandate, and all of the above aforesaid mandates will expire at the conclusion of the AGM.

As at the Latest Practicable Date, the Company had 73,718,423 Shares in issue.

(a) Proposed Issue Mandate

An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Issue Mandate, which if granted, will allow the Directors to allot, issue and deal with Shares (including any sale or transfer of treasury shares held in treasury) up to 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution.

Subject to the passing of the ordinary resolution approving the Proposed Issue Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 14,743,684 Shares (excluding treasury shares, if any). The grant of the Proposed Issue Mandate will provide the Directors with flexibility to issue Shares when it is in the interest of the Company to do so. As of the Latest Practicable Date, there was no present intention to issue any Shares pursuant to the Proposed Issue Mandate if it is granted by the Shareholders at the AGM.

(b) Proposed Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Repurchase Mandate, which if granted, will allow the Directors to exercise all the powers of the Company to repurchase on the Stock Exchange its own Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution.

Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 7,371,842 Shares (excluding treasury shares, if any). As of the Latest Practicable Date, there was no present intention for any repurchase of Shares pursuant to the Proposed Repurchase Mandate if it is granted by the Shareholders at the AGM.

(c) Proposed Extension Mandate

An ordinary resolution will be proposed at the AGM to approve the extension of the Proposed Issue Mandate to include the total number of such Shares (if any) repurchased under the Proposed Repurchase Mandate provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution.

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate will continue to be in force until the earliest of:

(i) the conclusion of the next annual general meeting of the Company immediately after the AGM;

(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 to be held; and

(iii) the revocation or variation of the authority given under the corresponding resolution as set out in the AGM Notice by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing the particulars required by the GEM Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate is set out in Appendix I to this circular. Neither the explanatory statement nor the Proposed Repurchase Mandate has any unusual features.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises six Directors, namely Mr. Wong Kin Ching, Ms. Liu Yan, Mr. Chen Gang, Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong.

Articles 100 of the Articles of the Company provides that the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

Article 120 of the Articles of the Company provides that at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Ms. Liu Yan, Mr. Chen Gang, Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong shall retire at the AGM and being eligible, would offer themselves for re-election.

Mr. Wong Kin Ching, who is subject to retirement by rotation, being eligible but would not offer himself for re-election at the AGM. Mr. Wong has indicated that he would not offer himself for re-election as an executive Director due to his other business commitment.

Mr. Wong has confirmed that he has no disagreement with the Board and that there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The nominations of Ms. Liu Yan, Mr. Chen Gang, Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong for re-appointment as Directors at the AGM have been considered by the Nomination Committee in accordance with the Company's nomination procedures and the selection criteria (including without limitation, reputation for integrity, business experience relevant and beneficial to the Company and willingness to devote adequate time to discharge duties as a member of the Board) as well as taking into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Nomination Policy of the Company. The Nomination Committee has evaluated the performance of Ms. Liu Yan, Mr. Chen Gang, Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong and was of the view that each of them has been contributing to the Group proactively and are committed to their roles as Directors. The Nomination Committee is also of the view that each of them would bring to the Board their own perspective, skills and experience, as further described in their respective biographical details in Appendix II to this circular.

The Nomination Committee has also assessed the independence of all the independent non-executive Directors of the Company (the "**INEDs**"). All the INEDs satisfy the independence factors set out in Rule 5.09 of the GEM Listing Rules and each has provided to the Company an annual written confirmation of his/her independence. The Nomination Committee had also considered a range of diversity factors including age, education and cultural background, professional expertise, industry experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

The Nomination Committee also believes that Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong have the required character, integrity and experience to continue to discharge the roles and duties of an independent non-executive Director. The Board affirms that Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong are independent.

The Nomination Committee considers that the composition of the Board after the re-election of the retiring Directors will remain advantageous because the Board will keep the talents from the industry together with strong academic and business backgrounds.

The Nomination Committee recommends the Board to put forward five separate resolutions at the forthcoming AGM to re-elect Ms. Liu Yan, Mr. Chen Gang, Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong as Directors of the Company. With the recommendation of the Nomination Committee, the Board has proposed that Ms. Liu Yan, Mr. Chen Gang, Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong stand for re-election as Directors at the forthcoming AGM.

Brief biographical details of the retiring Directors who would offer themselves for re-election are set out in Appendix II to this circular.

AGM

The AGM will be held at 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 26 May 2026 at 10:30 a.m. The AGM Notice is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not less than 48 hours before the time appointed for holding the AGM (i.e., not later than 10:30 a.m. on Friday, 22 May 2026) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Tuesday, 26 May 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 18 May 2026. Shareholders whose names appear on the Company's register of members on Tuesday, 26 May 2026 will be eligible to attend and vote at the AGM.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to Rule 17.47(4) of the GEM Listing Rules) to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles of the Company. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

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.

RECOMMENDATION

The Directors believe that the resolutions proposed at the AGM are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of these resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

Yours faithfully,
On behalf of the Board
Liu Yan
Executive Director

This Appendix contains information required under Rule 13.08 of the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the Proposed Repurchase Mandate. Neither this explanatory statement nor the Proposed Repurchase Mandate has any unusual features.

1. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the directors of the company to make such repurchases.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 73,718,423 Shares. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 7,371,842 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution, during the period from the date of the passing of the resolution to the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting ("**Proposed Repurchase Period**").

3. REASONS FOR THE REPURCHASE

The Directors believe that the Proposed Repurchase Mandate is in the interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved at the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings of the Company per Share.

Subject to the compliance with the GEM Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as treasury shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

4. SOURCE OF FUNDS

Repurchases of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds legally available for such purpose in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of Hong Kong.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2025 in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period). However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the interests of the Company and the Shareholders as a whole.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that: (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on GEM during each of the previous 12 calendar months prior to the Latest Practicable Date:

Month	Trading price per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	0.218	0.170
May	0.195	0.175
June	0.199	0.184
July	0.217	0.178
August	0.205	0.193
September	0.196	0.167
October	0.182	0.145
November	0.150	0.128
December	0.175	0.133
2026		
January	0.180	0.155
February	0.162	0.147
March	0.168	0.141
April (up to the Latest Practicable Date)	0.179	0.140

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Proposed Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws in Hong Kong.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

None of the core connected persons of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Company is authorized to make purchases of the Shares.

8. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate, 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 Rule 32 of the Takeovers Code.

Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Wong Cheung Lok held voting rights in an aggregate of 21,500,000 Shares, representing approximately 29.16% of the total number of Shares in issue. These Shares would represent approximately 32.41% of the total number of Shares in issue if the Proposed Repurchase Mandate is exercised in full and assuming there is no change to the shareholding of the above Shareholders and no new Share will be issued during the Proposed Repurchase Period. To the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the repurchase of Shares to an extent that would result in such takeover obligations.

The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would result in the number of Shares held by the public being reduced to less than 25% of the total number of issued shares of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

BIOGRAPHICAL DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

The brief biographical details of the Directors eligible for re-election at the AGM are set out below.

EXECUTIVE DIRECTOR

Ms. Liu Yan

Ms. Liu, aged 51, was appointed as an executive Director of the Company on 9 January 2026. She holds a master's degree from Chinese Academy of Forestry and has more than 25 years of experience in the forestry and wood and bamboo processing industries. Ms. Liu previously served as the general manager of Hongwei Wooden Products (Renhua) Co. Ltd., a principal operating subsidiary of the Group, where she was fully responsible for the overall operation of the company's particleboard production line with an annual production capacity of 500,000 cubic meters, and managing the industrialized operation of the Group's raw material forest bases of over 110,000 mu.

Ms. Liu possesses solid professional expertise in forest resource cultivation, advanced processing of timber and bamboo, under-forest economy and forestry mechanization, and in particular, has extensive experience in promoting industry-academia-research collaboration, research and development of bamboo-based new materials, and integration of the entire bamboo industry chain. She has led collaborative projects with numerous research institutions and universities, and has been responsible for the operation and management of relevant research centers and doctoral workstations.

The Company has entered into a service agreement with Ms. Liu for a term of three year commencing from 9 January 2026, which may be terminated by either party giving to the other not less than one month's prior notice in writing. Ms. Liu is entitled to a Director's fee of HK$120,000 per annum, which was determined by the Board with recommendations from the remuneration committee of the Company having considered a range of factors including her experience, her duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

NON-EXECUTIVE DIRECTOR

Mr. Chen Gang

Mr. Chen, aged 52, was appointed as a non-executive Director of the Company on 9 January 2026. He graduated from China West Normal University (formerly known as Nanchong Normal College) with a major in Trade Economics. He possesses over 25 years of cross-industry management, investment operations and corporate strategic planning experience, combining deep industrial operational expertise with professional capital operation capabilities. Since December 2018, Mr. Chen has served as vice president and director of Guangdong Micro Technology Co., Ltd.,（廣東微觀科技有限公司）where he expands cross-sector management practices in the technology industry and deepens his understanding of aligning technology enterprise operational models with capital markets.

The Company has entered into a service agreement with Mr. Chen for a term of three years commencing from 9 January 2026, which may be terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Chen is entitled to a Director's fee of HK$120,000 per annum, which was determined by the Board with recommendations from the remuneration committee of the Company having considered a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

As at the Latest Practicable Date, Mr. Chen is interested in 2,083,333 shares, representing 2.83% of the total issued shares of the Company (within the meaning of Part XV of the SFO).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Wai Yin Wilson

Mr. Cheung, aged 55, was appointed as an independent non-executive Director on 6 October 2023. He is also the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Board of the Company. Mr. Cheung has over 30 years of experience in the field of audit, business development, corporate finance and financial management. He is currently an executive director of China Saftower International Holding Group Limited, a company listed on the Stock Exchange (stock code: 8623) and an independent non-executive director of Truly International Holdings Limited, a company listed on the Stock Exchange (stock code: 732). He was an executive director from August 2012 to March 2023 and the chairman and chief executive officer from August 2012 to August 2020 of Noiz Group Limited, a company listed on the Stock Exchange (stock code: 8163). Mr. Cheung is a member of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accounts and

Hong Kong Securities and Investment Institute. He holds a Master of Science degree in Financial Engineering from City University of Hong Kong and Bachelor degrees in Arts and Administrative Studies from York University, Canada.

Mr. Cheung has entered into a service agreement with the Company for a term of two years commencing on 6 October 2023 and shall continue thereafter, subject to retirement by rotation and reelection in accordance with the articles of association of the Company. Mr. Cheung is entitled to a director's fee of HK$150,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

With reference to the past contributions made by Mr. Cheung to the Company during his tenure, his qualifications and his work experiences as disclosed above, the Board is of the view that Mr. Cheung can provide valuable corporate finance and financial management advice to the Board and make contributions to the Board's diversity. Given that he has confirmed in writing to the Company of his independence with reference to various factors set out in Rule 5.09 of the GEM Listing Rules, the Board is satisfied with his independence.

Mr. Guo Ensheng

Mr. Guo, aged 50, was appointed as an independent non-executive Director on 6 October 2023. He is also the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Board of the Company. Mr. Guo holds a master's degree of marketing management and a bachelor's degree of philosophy from Xiamen University. He has over 17 years of experience in the field of operation and corporate management and has worked as a contracted lecturer in numerous corporate management and consulting companies in the People's Republic of China. He worked as the marketing manager and an assistant to the chief executive officer in Vedan International (Holdings) Limited and an assistant to the chairman of the board of Fuxing China Group Limited.

Mr. Guo has entered into a service agreement with the Company for a term of two years commencing on 6 October 2023 and shall continue thereafter, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Guo is entitled to a director's fee of HK$120,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

With reference to the past contributions made by Mr. Guo to the Company during his tenure, his qualifications and his work experiences as disclosed above, the Board is of the view that Mr. Guo can provide valuable operation and corporate management advice to the Board and make

contributions to the Board's diversity. Given that he has confirmed in writing to the Company of his independence with reference to various factors set out in Rule 5.09 of the GEM Listing Rules, the Board is satisfied with his independence.

Ms. Zhao Jianhong

Ms. Zhao, aged 58, was appointed as an independent non-executive Director of the Company on 9 January 2026. She is also the chairlady of the nomination committee and a member of each of the audit committee and the remuneration committee of the Board of the Company. She obtained her Master of Economic Management degree from the Guangdong Academy of Social Sciences and has nearly over 30 years of experience in finance and corporate management, with strong leadership and management abilities. She worked in major financial institutions and renowned enterprises. She currently serves as the chairman of Haifeng Industrial Investment (Guangdong) Co., Ltd.,(海峰產業投資(廣東)有限公司) where she is deeply involved in capital operation activities related to Guangdong Zhongke Kechuang Venture Investment Management (廣東中科科創創業投資管理). Ms. Zhao also currently serves as the vice chairman of the Zhongshan Federation of Industry and Commerce (General Chamber of Commerce), the honorary president of the Zhongshan Science and Technology Finance Innovation Promotion Association and the executive vice president of the Zhongshan Women Entrepreneurs Association.

Since 21 February 2025, Ms. Zhao has been serving as an executive director of Pengo Holdings Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1865).

The Company has entered into a letter of appointment with Ms. Zhao for a term of three years commencing from 9 January 2026, which may be terminated by either party giving to the other not less than one month's prior notice in writing. Ms. Zhao is entitled to a Director's fee of HK$120,000 per annum, which was determined by the Board with recommendations from the remuneration committee of the Company having considered a range of factors including her experience, her duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

With reference to the past contributions made by Ms. Zhao to the Company during her tenure, her qualifications and her work experiences as disclosed above, the Board is of the view that Ms. Zhao can provide valuable finance and corporate management advice to the Board and make contributions to the Board's diversity. Given that she has confirmed in writing to the Company of her independence with reference to various factors set out in Rule 5.09 of the GEM Listing Rules, the Board is satisfied with her independence.

GENERAL

Save as disclosed above, none of the above Directors:

(i) held any other positions in any members of the Group as at the Latest Practicable Date;

(ii) had any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date;

(iii) held any other directorships in listed public companies in the three years prior to the Latest Practicable Date; and

(iv) had any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information in relation to the above Directors that needs to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

HONG WEI (ASIA) HOLDINGS COMPANY LIMITED
鴻偉（亞洲）控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8191)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of Hong Wei (Asia) Holdings Company Limited (the "**Company**") will be held at 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 26 May 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, the report of the directors of the Company (the "**Directors**") and the report of the independent auditor of the Company for the year ended 31 December 2025.

2. (A) To authorize the board of directors of the Company (the "**Board**") to fix the Directors' remuneration;

   (B) To re-elect Ms. Liu Yan as an executive Director;

   (C) To re-elect Mr. Chen Gang as a non-executive Director;

   (D) To re-elect Mr. Cheung Wai Yin Wilson as an independent non-executive Director;

   (E) To re-elect Mr. Guo Ensheng as an independent non-executive Director; and

   (F) To re-elect Ms. Zhao Jianhong as an independent non-executive Director;

3. To consider and approve the re-appointment of Messrs. McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company and to authorize the Board to fix the auditor's remuneration;

4. To consider and, if thought fit, to pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) "**THAT**:

(i) subject to sub-paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of the Hong Kong Limited (the "**GEM Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares of the Company (the "**Shares**") and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

(ii) the approval in sub-paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

(iii) the total number of Share allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants to subscribe for Shares of the Company or any securities which are convertible into Shares of the Company or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares of the Company in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(iv) 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:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

"Rights Issue" means the allotment, issue, or grant of Shares pursuant to an offer of Shares of the Company open for a period fixed by the Directors to holders of Shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company)."

(B) "**THAT**:

(i) subject to sub-paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares in issue on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws of Hong Kong and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the total number of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and this approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; and

(c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company."

(C) "**THAT** conditional upon ordinary resolutions no. 4(A) and 4(B) above being passed, the total number of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to ordinary resolution no. 4(B) above shall be added to the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution no. 4(A) above."

By order of the Board
Hong Wei (Asia) Holdings Company Limited
Liu Yan
Executive Director

Hong Kong, 30 April 2026

Notes:

(i) Shareholders entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a member of the Company.

(ii) In order to be valid, the proxy form 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 delivered to the Company's share registrar and transfer office, 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 the holding of the Meeting (i.e., not later than 10:30 a.m. on Friday, 22 May 2026) or any adjournment thereof.

(iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

(iv) In the case of joint holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(v) For the purpose to determine the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Tuesday, 26 May 2026 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 18 May 2026.

As at the date of this notice, the executive Directors are Mr. Wong Kin Ching and Ms. Liu Yan, the non-executive Director is Mr. Chen Gang, and the independent non-executive Directors are Mr. Cheung Wai Yin Wilson, Mr. Guo Ensheng and Ms. Zhao Jianhong.

This notice, 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 enquires, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

This notice will remain on the website of the Stock Exchange (www.hkexnews.hk) for at least seven days from the day of its posting. This notice will also be published on the Company's website at www.hongweiasia.com.