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## **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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (the “**EGM**”) of Hong Wei (Asia) Holdings Company Limited (the “**Company**”) will be held at Unit 2413A, 24/F, Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 11 January 2022 at 11:00 a.m. for the following purpose of considering and, if thought fit, passing with or without amendments the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon, among other things, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (i) every twenty (20) issued shares in the share capital of the Company be consolidated into one (1) share (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (each a “**Director**”) of the Company may think fit; and

- (iii) any one Director be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement this resolution.”
2. **“THAT** subject to the fulfilment of the terms and conditions set out in the subscription agreement dated 16 December 2021 (**“Subscription Agreement I”**) entered into between the Company and Mr. Ho Ching Ngok (**“Subscriber I”**) pursuant to which the Company has agreed to allot and issue and Subscriber I has agreed to subscribe for 2,700,000 new Consolidated Shares (the **“Subscription Shares I”**) at the subscription price of HK\$0.73 per subscription share:
- (a) Subscription Agreement I and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under Subscription Agreement I, including but not limited to the specific mandate to allot and issue the Subscription Shares I by the Company to Subscriber I pursuant to Subscription Agreement I, be and are hereby approved and the Directors be and are hereby authorised to allot and issue the Subscription Shares I to Subscriber I pursuant to Subscription Agreement I under the specific mandate; and
- (c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and execute all such documents which he/she consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to Subscription Agreement I and the transactions contemplated thereunder.”
3. **“THAT** subject to the fulfilment of the terms and conditions set out in the subscription agreement dated 16 December 2021 (**“Subscription Agreement II”**) entered into between the Company and Mr. Poon Pak Ho Michael (**“Subscriber II”**) pursuant to which the Company has agreed to allot and issue and Subscriber II has agreed to subscribe for 8,000,000 new Consolidated Shares (the **“Subscription Shares II”**) at the subscription price of HK\$0.73 per subscription share:
- (a) Subscription Agreement II and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) all the transactions contemplated under Subscription Agreement II, including but not limited to the specific mandate to allot and issue the Subscription Shares II by the Company to Subscriber II pursuant to Subscription Agreement II, be and are hereby approved and the Directors be and are hereby authorised to allot and issue the Subscription Shares II to Subscriber II pursuant to Subscription Agreement II under the specific mandate; and

- (c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and execute all such documents which he/she consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to Subscription Agreement II and the transactions contemplated thereunder.”

By order of the Board  
**Hong Wei (Asia) Holdings Company Limited**  
**Wong Cheung Lok**  
*Chairman*

Hong Kong, 23 December 2021

*Notes:*

- (i) Shareholders entitled to attend and vote at the EGM 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 23 December 2021, and in any event not later than 11:00 a.m. on Sunday, 9 January 2022.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the EGM 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 EGM, 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 EGM 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) The register of members of the Company will be closed from Thursday, 6 January 2022 to Tuesday, 11 January 2022 (both days inclusive), during which period no transfer of Shares will be registered. For the purpose of ascertaining the shareholders’ eligibility to participate in the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, at or before 4:30 p.m. on Wednesday, 5 January 2022.

*As at the date of this notice, the executive Directors are Mr. Wong Cheung Lok, Ms. Cheung Ngar Kwan, Mr. Liu Jiayong, Mr. Wong Kin Ching and Dr. Kaneko Hiroshi, the non-executive Director is Mr. Yanase Kenichi, and the independent non-executive Directors are Dr. Chow Ho Wan, Owen, Dr. Xu Jianmin and Ms. Qian Xiaoyu.*

*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 GEM website ([www.hkgem.com](http://www.hkgem.com)) 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](http://www.hongweiasia.com).*