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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)

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 2nd Floor, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 June 2016 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the AGM 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 if you so wish.

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, and all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.hongweiasia.com.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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 otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 2nd Floor, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 June 2016 at 10:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 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), formerly known as Hung Wai (Asia) Holdings Limited (鴻偉(亞洲)控股有限公司) and Cheung Kin Holdings (Hong Kong) Company Limited (長建控股(香港)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”	the Growth Enterprise Market of 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 subsidiary

DEFINITIONS

“Hongwei (Renhua)”	鴻偉木業(仁化)有限公司 (Hongwei Wooden Products (Renhua) Co. Ltd.), a wholly foreign-owned enterprise established in the PRC on 12 May 2003 and a 100% owned subsidiary of our Company
“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 28 May 2015, being the date on which this issue mandate was granted by Shareholders, plus the aggregate number of shares repurchased by the Company under the Repurchase Mandate
“Latest Practicable Date”	25 May 2016, 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, the chairman of the Board, an executive Director, chief executive officer and a Controlling Shareholder of the Company, and also the spouse of Mrs. Wong
“Mrs. Wong”	Ms. Cheung Ngar Kwan, an executive Director and the spouse of Mr. Wong
“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 not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 4(A) of the notice of AGM as set out in pages 17 to 21 of this circular

DEFINITIONS

“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 as at the date of passing of the proposed ordinary resolution contained in item 4(B) of the notice of AGM as set out in pages 17 to 21 of this circular
“Prospectus”	the prospectus of the Company dated 27 December 2013
“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 28 May 2015, being the date on which this repurchase mandate was granted by Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“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

LETTER FROM THE BOARD



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:

Mr. Wong Cheung Lok (*Chairman*)
Ms. Cheung Ngar Kwan
Ms. Huang Xiuyan
Mr. Liu Jiayong

Registered Office:

Unit 4, 17/F, Winning Centre,
29 Tai Yau Street,
San Po Kong, Kowloon,
Hong Kong

Non-executive Director:

Mr. Ong Chor Wei
Mr. Lai Ming Wai

Independent non-executive Directors:

Dr. Xu Jianmin
Ms. Qian Xiaoyu
Mr. Wong Hei Chiu

31 May 2016

To the Shareholders

Dear Sirs or Madams,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF AGM**

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, among other things:

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

LETTER FROM THE BOARD

- (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

Pursuant to the written resolutions passed by the Shareholders on 28 May 2015, resolutions were passed 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 832,603,100 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 further Shares up to 20% of the total number of Shares in issue 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 further 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 166,520,620 Shares. 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 of the Company pursuant to the Proposed Issue Mandate.

(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 its own Shares not exceeding 10% of the total number of Shares in issue 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 further 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 83,260,310 Shares. As of the Latest Practicable Date, there was no present intention for any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

LETTER FROM THE BOARD

(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 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 earlier 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 of the Company 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.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises nine Directors, namely Mr. Wong Cheung Lok, Ms. Cheung Ngar Kwan, Ms. Huang Xiuyan, Mr. Liu Jiayong, Mr. Ong Chor Wei, Mr. Lai Ming Wai, Dr. Xu Jianmin, Ms. Qian Xiaoyu and Mr. Wong Hei Chiu.

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. Mr. Lai Ming Wai, who was appointed as a Director with effect from 10 July 2015, will hold office until the AGM and be eligible for re-election at the AGM. However, he will not be taken into account in determining the number of Directors who are to retire by rotation at the AGM. Accordingly, Mr. Wong Cheung Lok, Dr. Xu Jianmin, Ms. Qian Xiaoyu and Mr. Lai Ming Wai shall retire at the AGM and being eligible, would offer themselves for re-election.

Brief biographical details of Mr. Wong Cheung Lok, Dr. Xu Jianmin, Ms. Qian Xiaoyu and Mr. Lai Ming Wai are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

The AGM will be held at 2nd Floor, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 June 2016 at 10:30 a.m. The AGM Notice is set out on pages 17 to 21 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for holding the AGM 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, 28 June 2016 to Thursday, 30 June 2016 (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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 27 June 2016. Shareholders whose names appear on the Company's register of members on Thursday, 30 June 2016 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.

LETTER FROM THE BOARD

RECOMMENDATION

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

Yours faithfully,
On behalf of the Board
Wong Cheung Lok
Chairman

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.

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 832,603,100 Shares. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further 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 83,260,310 Shares, representing 10% of the total number of Shares in issue as at the date of passing the resolution, during the period from the date of the passing of the resolution to the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by the articles of association of the Company 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 best interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved in 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.

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 2015) 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 best interests of the Company and the Shareholders as a whole.

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:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2015		
May	0.8600	0.6000
June	0.8600	0.5400
July	0.6000	0.3500
August	0.5000	0.3850
September	0.4400	0.3750
October	0.4500	0.3650
November	0.4450	0.3750
December	0.5200	0.3800
2016		
January	0.5300	0.4050
February	0.4800	0.4000
March	0.4350	0.3500
April	NA	NA
May (up to the Latest Practicable Date)	NA	NA

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the Proposed Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of 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.

No core connected person of the Company has notified the Company that he 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 repurchases 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 had voting rights in an aggregate of 430,000,000 Shares, representing approximately 51.65% of the total number of Shares in issue (and approximately 57.38% of the total number of Shares in issue if the Proposed Repurchase Mandate is exercised in full and assuming 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 will not result in Mr. Wong Cheung Lok becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would result in the amount of Shares held by the public being reduced to less than 25% of the entire issued share capital 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) in the six months preceding the Latest Practicable Date.

BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION

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

Dr. Xu Jianmin (徐建民), aged 51, was appointed as an independent non-executive Director on 13 December 2013 and is the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Dr. Xu possesses approximately 29 years of forestry research experience in the PRC. Dr. Xu is currently a doctoral supervisor of Chinese Academy of Forestry (“CAF”) (中國林業科學研究院) and a chief expert and researcher of the forest tree breeding research office (林木育種研究室) under the Research Institute of Tropical Forestry, CAF (“RITF”) (中國林業科學研究院熱帶林業研究所). Between 1986 and 2006, Dr. Xu held several positions in the RITF, including deputy department head, department head of the forest tree breeding research office. He is also a former graduate supervisor of CAF. Dr. Xu is a committee member (委員) of Forest Genetics and Tree Breeding Branch (林木遺傳育種分會) of Chinese Society of Forestry (“CSF”) (中國林學會), a member of the standing committee (常委) of both Forestry Introduction and Taming Professional Committee (樹木引種馴化專業委員會) of CSF and Eucalypt Professional Committee (桉樹專業委員會) of CSF. Dr. Xu was appointed as a technical support expert (科技支撐專家) for the World Bank loan project of the Comprehensive Development and Protection of Forestry in Guangxi province (世行貸款廣西綜合林業發展和保護項目) between January 2007 and December 2012.

Dr. Xu obtained his doctoral degree of agriculture in Chinese Academy of Forestry (中國林業科學研究院) in July 2003 and a bachelor degree of agriculture in Southwest Forestry College (西南林學院) (now known as Southwest Forestry University (西南林業大學)) in July 1986. Dr. Xu was also approved as a qualified Forest Resource Valuer (森林資源資產評估師) by the Ministry of Human Resources and Social Security of the People’s Republic of China (中華人民共和國人力資源和社會保障部) in 2012. Dr. Xu was awarded with the 2nd Prize Technology Improvement Award (科技進步二等獎) by the Committee of Science and Technology of the PRC (國家科學技術委員會) in December 1996. Dr. Xu was also awarded the 2nd Prize Technology Improvement Award (科學技術進步二等獎) by the ministry of Forestry of the PRC (中華人民共和國林業部) (now known as the State Forestry Administration of the PRC (國家林業局)) in February 1996.

Pursuant to the terms of the service contract entered into between the Company and Dr. Xu, the initial term of his appointment as an independent non-executive Director is 3 years with effect from 13 December 2013, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association, and his basic annual emolument is HKD120,000, which has been determined by the Board with reference to his qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position. Either the Company or Dr. Xu may terminate the said appointment letter by giving not less than three months notice in writing to the other.

Save as disclosed above, Dr. Xu did not (i) hold any other positions in the Group; (ii) hold any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Dr. Xu as an independent non-executive Director nor is there any information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Ms. Qian Xiaoyu (錢小瑜), aged 62, was appointed as an independent non-executive Director on 13 December 2013 and is a member of the audit committee of the Company. Ms. Qian has accumulated over 26 years of experience in the forestry industry in the PRC. Ms. Qian served in China National Forest Products Industry Corporation (中國林產工業公司) from 1989 to 2014. She is currently a vice chairman of China National Forest Product Industry Association (中國林產工業協會).

Ms. Qian holds a bachelor degree of engineering from Central South University of Forestry (中南林學院) (now known as Central South University of Forestry and Technology (中南林業科技大學)). In March and July 1996, Ms. Qian obtained a diploma in corporate operation and management from the College of Continuing Education under Beijing Normal University (北京師範大學繼續教育學院) and a diploma in law from China Women's University (中華女子學院) respectively. Ms. Qian has been qualified as a professor-level senior engineer (教授級高級工程師) by the Professional Qualification Evaluation Office of the State Forestry Administration of the PRC (國家林業局專業技術資格評定辦公室) since December 2005. In October 2006, she was appointed as a member of the Adjudication Committee of the Qualification of Specialty and Technology in Engineering by the State Forestry Administration of the PRC (國家林業局工程系列專業技術資格評審委員會委員). In February 2011, Ms. Qian was awarded "Person of the Year of China Forestry Industry of 2010" (2010年中國林業產業年度人物) by "China Green Times" (中國綠色時報社).

Pursuant to the terms of the service contract entered into between the Company and Ms. Qian, the initial term of her appointment as an independent non-executive Director is 3 years with effect from 13 December 2013, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association, and her basic annual emolument is HKD120,000, which has been determined by the Board with reference to her qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position. Either the Company or Ms. Qian may terminate the said appointment letter by giving not less than three months notice in writing to the other.

As at the Latest Practicable Date, Ms. Qian did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Qian did not (i) hold any other positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Ms. Qian as an independent non-executive Director nor is there any information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Wong Cheung Lok (黃長樂), aged 54, is the chairman of the Board, chief executive officer of the Group and an executive Director. Mr. Wong founded our Group with Mrs. Wong in 2003. Mr. Wong was appointed as a Director on 28 May 2012 and was designated as an executive Director on 13 December 2013. Mr. Wong is primarily responsible for the overall strategic planning and corporate management of our Group. Mr. Wong has approximately 22 years of experience in the wood-based panel industry which dates back to 1993 when he founded Zhangzhou Hongwei. In May 2003, Mr. Wong founded Hongwei (Renhua), the only operating subsidiary of our Group, and was the chairman, general manager and the legal representative of Hongwei (Renhua). In June 2012, Mr. Wong established the Company.

Mr. Wong is currently a member of the standing committee (常委) of the ninth Chinese People's Political Consultative Conference of Fujian Sanming (福建省三明市政協), a vice chairman (副會長) of Fujian Chamber of Commerce in Shaoguan (韶關福建商會) (formerly known as Fujian Economic Promotion Committee of Shaoguan (韶關市閩韶經濟促進會)), a vice chairman (副主任委員) of Wood-Based Panel Professional Committee (人造板專業委員會) of Guangdong Forestry Industry Association (廣東省林業產業協會), a standing director (常務理事) of Fujian Forest Products Industry Association (福建省林產品行業協會), a standing director of Hong Kong Federation of Fujian Association Limited (香港福建社團聯會) and a permanent honorary president of Hong Kong Fukien Sanming Association Limited (香港福建三明聯會). Mr. Wong is the spouse of Mrs. Wong, an executive Director.

Pursuant to the terms of the service contract entered into between the Company and Mr. Wong, Mr. Wong's initial term of appointment as a executive Director is 3 years with effect from 13 December 2013, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association, and his basic annual emolument is HKD360,000, which has been determined by the Board with reference to his qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position. Either the Company or Mr. Wong may terminate the said appointment letter by giving not less than three months notice in writing to the other.

As at the Latest Practicable Date, Mr. Wong held voting rights in 430,000,000 Shares and was jointly interested in 348,837,209 Shares with his son, Mr. Wong Kin Ching, pursuant to an acquisition agreement dated 12 January 2016 entered into by the Company as purchaser and Mr. Wong Kin Ching as vendor in relation to the sale and acquisition of the entire issued share capital in Gifted Multitude Limited and shareholder's loan for a consideration of HK\$150 million. The consideration is to be satisfied by the issue and allotment of 348,837,209 new Shares by the Company to Mr. Wong Kin Ching at the issue price of HK\$0.43 each. The transaction contemplated under the acquisition agreement was not yet completed as at the Latest Practicable Date.

Save as disclosed above, Mr. Wong did not (i) hold any other positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Wong as an executive Director nor is there any information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Lai Ming Wai (黎明偉), aged 56, was appointed as a non-executive Director on 10 July 2015. Mr. Lai holds a bachelor's degree in Social Sciences from the University of Hong Kong. Mr. Lai was a senior executive of Bank of America and was primarily responsible for developing and managing the bank's business in southern region of the People's Republic of China. Mr. Lai has extensive experience in the banking and finance industry. Mr. Lai is currently an executive director of Enviro Energy International Holdings Limited (stock code: 1102) and Courage Marine Group Limited (stock code: 1145), respectively, and was an executive director and the chief executive officer of Hailiang International Holdings Limited (formerly known as Sunlink International Holdings Limited) (stock code: 2336) until 3 June 2014.

Pursuant to the terms of the appointment letter entered into between the Company and Mr. Lai, Mr. Lai's initial term of appointment is 2 years with effect from 10 July 2015, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association, and his basic annual emolument is HK\$120,000, which has been determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company. Either the Company or Mr. Lai may terminate the said appointment letter by giving not less than three months notice in writing to the other.

As at the Latest Practicable Date, Mr. Lai did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lai did not (i) hold any other positions in the Group, (ii) hold any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date; and (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Lai as a non-executive Director nor is there any information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**Meeting**”) of Hong Wei (Asia) Holdings Company Limited (the “**Company**”) will be held at 2nd Floor, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 June 2016 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 auditor of the Company for the year ended 31 December 2015;
2.
 - (A) To re-elect Mr. Wong Cheung Lok as an executive Director;
 - (B) To re-elect Dr. Xu Jianmin as an independent non-executive Director;
 - (C) To re-elect Ms. Qian Xiaoyu as an independent non-executive Director;
 - (D) To re-elect Mr. Lai Ming Wai as a non-executive Director; and
 - (E) To authorize the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration;
3. To consider and approve the re-appointment of Messrs. Graham H.Y. Chan & Co. as the auditor of the Company and to authorize the Board to fix the auditor’s remuneration;

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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 Growth Enterprise Market 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 as at the date of the passing of this resolution and this approval shall be limited accordingly; and

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- (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;

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(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 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

Wong Cheung Lok

Chairman

Hong Kong, 31 May 2016

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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 need not be a shareholder 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting 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) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.
- (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, 28 June 2016 to Thursday, 30 June 2016 (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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 27 June 2016.

As at the date of this notice, the executive Directors are Mr. Wong Cheung Lok, Ms. Cheung Ngar Kwan, Ms. Huang Xiuyan and Mr. Liu Jiayong; the non-executive Director is Mr. Ong Chor Wei and Mr. Lai Ming Wai and the independent non-executive Directors are Dr. Xu Jianmin, Ms. Qian Xiaoyu and Mr. Wong Hei Chiu.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable 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) 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.