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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 Unit 2413A, 24/F, Lippo Centre Tower 1, 89 Queensway, Admiralty, Hong Kong, on Tuesday, 30 June 2020 at 11:00 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 54, 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 (i.e., not later than 11:00 a.m. on Sunday, 28 June 2020), 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page i of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus 2019 (COVID-19) at the AGM, including:

- compulsory temperature checks and health declarations;
- recommended wearing of surgical face masks; and
- no distribution of corporate gifts and refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. Attendees of the AGM should wear face masks at all times at the AGM venue. Shareholders are reminded that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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.

29 May 2020

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus 2019 (COVID-19) pandemic and recent requirements for prevention and control of its spread, and taking into consideration of the guidelines issued by the Government of Hong Kong (available at www.chp.gov.hk/en/features/102742.html), the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form by providing their names and contact details, and confirming that they have not travelled to, and to their best of knowledge, had no physical contact with any person who has recently travelled from the PRC or any overseas countries/territories at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- Attendees shall wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- No refreshments will be served, and there will be no corporate gifts. To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM. In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is attached to the this Circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the website of the Stock Exchange (www.hkexnews.hk) or the website of the Company (www.hongweiasia.com). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy. Please also refer to "Letter from the Board – Actions to be Taken" in this circular for more information on the completing and returning the proxy form before the AGM.

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 Unit 2413A, 24/F, Lippo Centre Tower 1, 89 Queensway, Admiralty, Hong Kong on Tuesday, 30 June 2020 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 19 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”	the GEM 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
“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 24 May 2019, 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)

DEFINITIONS

“Latest Practicable Date”	25 May 2020, 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 16 to 19 of this circular
“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 16 to 19 of this circular
“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 24 May 2019, 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

DEFINITIONS

“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Zhangzhou Hongwei”	漳州鴻偉木業有限公司 (Zhangzhou Hongwei Woods Industry Co., Ltd.), a wholly foreign-owned enterprise established in the PRC on 11 November 1993 and used to be owned by Mr. Wong as to 60% and by Mrs. Wong as to 40% but subsequently disposed to an independent third party by Mr. Wong and Mrs. Wong respectively on 22 November 2012

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

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
Mr. Liu Jiayong
Mr. Wong Kin Ching
Mr. Lai Weifeng

Registered Office:

Unit No.5, 10/F.
Well Tech Centre
No.9 Pat Tat Street
San Po Kong, Kowloon
Hong Kong

Independent non-executive Directors:

Dr. Chow Ho Wan, Owen
Dr. Xu Jianmin
Ms. Qian Xiaoyu

29 May 2020

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.

LETTER FROM THE BOARD

GENERAL MANDATES

On 24 May 2019, resolutions were passed by Shareholders 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 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 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 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 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 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 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;

LETTER FROM THE BOARD

- (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.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises eight Directors, namely Mr. Wong Cheung Lok, Ms. Cheung Ngar Kwan, Mr. Liu Jiayong, Mr. Wong Kin Ching, Mr. Lai Weifeng, Dr. Chow Ho Wan, Owen, Dr. Xu Jianmin and Ms. Qian Xiaoyu.

In accordance with 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. Pursuant to Article 100, the newly appointed Directors shall not be counted when determining the number of Directors to retire. 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. Cheung Ngar Kwan (executive Director) and Dr. Xu Jianmin (independent non-executive Director) shall retire at the AGM and being eligible, would offer themselves for re-election.

In accordance with Article 100 of the Articles of Association, each of Mr. Wong Kin Ching and Mr. Lai Weifeng was appointed as an executive Director with effective 16 August 2019, respectively and shall hold office until the AGM, being eligible offer themselves for re-election.

Brief biographical details of Ms. Cheung Ngar Kwan, Dr. Xu Jianmin, Mr. Wong Kin Ching and Mr. Lai Weifeng are set out in Appendix II to this circular.

The nomination committee of the Company and the Board have reviewed the annual written confirmation of independence of Dr. Xu Jianmin and assessed his independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. He does not have any relationships with any Directors, senior management of the Company or substantial or controlling Shareholders. The nomination committee of the Company and the Board are also not aware of any circumstance that might influence Dr. Xu Jianmin in exercising his independent judgment and are satisfied that he has the required character, integrity, qualification and experience to fulfill the role of an independent non-executive director. On this basis, Dr. Xu Jianmin is considered independent.

LETTER FROM THE BOARD

Dr. Xu Jianmin possesses approximately 33 years of forestry research experience in the PRC. The Board believes that the skills and experience that he possesses from a different background will be beneficial to the Board and the Company and his knowledge in forestry research and breeding will continue to contribute to the Board and the Company going forward.

Based on the information available to the Company, Dr. Xu Jianmin is not acting as independent non-executive director of any company listed in Hong Kong or overseas nor any other directorship in any other companies. The Board is of the view that Dr. Xu Jianmin will be able to devote sufficient time to the Board in future as illustrated by his good track record in attending to the Company's matters.

The nomination committee of the Company nominated Dr. Xu Jianmin to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, the Board proposed that Dr. Xu Jianmin stands for re-election as independent non-executive Director at the AGM.

AGM

The AGM will be held at Unit 2413A, 24/F, Lippo Centre Tower 1, 89 Queensway, Admiralty, Hong Kong on Tuesday, 30 June 2020 at 11:00 a.m. The AGM Notice is set out on pages 16 to 19 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 54, 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 (i.e., not later than 11:00 a.m. on Sunday, 28 June 2020) 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, 23 June 2020 to Tuesday, 30 June 2020 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2020. Shareholders whose names appear on the Company's register of members on Tuesday, 30 June 2020 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

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.

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 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 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.

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 2019) 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.

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\$)
2019		
May	0.186	0.143
June	0.158	0.132
July	0.320	0.137
August	0.300	0.193
September	0.300	0.201
October	0.270	0.230
November	0.236	0.185
December	0.242	0.205
2020		
January	0.234	0.190
February	0.230	0.226
March	0.201	0.157
April	0.220	0.160
May (up to the Latest Practicable Date)	0.218	0.180

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 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 there is no change to the shareholding of Mr. Wong Cheung Lok 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 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 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.

Ms. Cheung Ngar Kwan

Ms. Cheung Ngar Kwan, aged 56, was appointed as an executive Director on 13 December 2013. Mrs. Wong established our Group with Mr. Wong in 2003 and she is primarily responsible for the strategic planning, corporate management and business operation of our Group. Mrs. Wong has accumulated over 18 years of experience in the wood-based panel industry since 1999 when she founded HK Hung Wai Partnership together with Mr. Wong. Mrs. Wong is currently a committee member (常委) of the Chinese People's Political Consultative Conference of Fujian Zhangzhou (福建省漳州市政協委員), a committee member of the women's commission of Hong Kong Federation of Fujian Association Limited, a standing director of HK Federation of Fujian Associations. Mrs. Wong is the spouse of Mr. Wong, an executive Director and the chairman of the Board. Mr. Wong Kin Ching, an executive Director is a son of Mrs. Wong.

As at the Latest Practicable Date, Mrs. Wong, as the spouse of Mr. Wong Cheung Lok, was deemed to be interested in 430,000,000 Shares held by Mr. Wong, representing approximately 51.65% of the total number of Shares in issue. Pursuant to the terms of the service contract entered into between the Company and Mrs. Wong, Mrs. Wong's current term of appointment as an executive Director is 3 years with effect from 8 January 2020, subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association, and her basic annual emolument is HKD240,000, which was 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 Mrs. Wong may terminate the said service contract by giving not less than three months' prior notice in writing to the other.

Save as disclosed above, Mrs. 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 Mrs. 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.

Dr. Xu Jianmin

Dr. Xu Jianmin ("Dr. Xu"), aged 55, was appointed as an independent non-executive Director on 13 December 2013. Dr. Xu 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. Dr. Xu possesses approximately 33 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, Dr. Xu’s current term of appointment as an independent non-executive Director is 3 years with effect from 8 January 2020, 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 was 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 service contract by giving not less than three months’ prior notice in writing to the other.

As at the Latest Practicable Date, Dr. Xu did not have any interests in the Shares within the meaning of Part XV of the SFO. 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; 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 Dr. Xu as an independent non-executive Director nor is there any other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Wong Kin Ching

Mr. Wong Kin Ching (formerly known as “Wong Kin Yong”) (“**Mr. Wong KC**”), aged 31, was appointed as an executive Director and the Compliance Officer on 16 August 2019. Mr. Wong KC is experienced in operational management and marketing management in certain businesses engaged in wooden board products manufacturing and online social media respectively. He will be responsible for assisting in formulating business development strategies for the Group.

Prior to joining the Group, Mr. Wong KC served as Operations Manager in business engaging in wooden board manufacturing from 2012 to 2017. Besides, Mr. Wong KC serves as Marketing Director in business engaging online social media since 2017.

Pursuant to the terms of the service contract entered into between the Company and Mr. Wong Kin Ching, Mr. Wong Kin Ching's term of appointment as an executive Director is one year with effect from 16 August 2019, 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 duties and responsibilities with the Company. Either the Company or Mr. Wong KC may terminate the said service contract by giving not less than three months' notice in writing to the other.

Mr. Wong KC is the son of Mr. Wong and Mrs. Wong and he held 372,000 Shares, representing approximately 0.04% of the total number of Shares in issue as at the Latest Practicable Date. Save as disclosed above, Mr. Wong KC (i) did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions with the Company and other members of the Group or possess any other major appointments or professional qualifications; (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not hold any Shares within the meaning of Part XV of the SFO.

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 KC 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 Weifeng

Mr. Lai Weifeng ("**Mr. Lai**"), aged 40, was appointed as an executive Director on 16 August 2019. He has over 20 years' experience and extensive knowledge in financial services industry in China, namely in fields of commodities trading, financial investment, securities trading and precious metal trading.

Mr. Lai is responsible for assisting the reviewing and formulating strategies in business finance for the Group. Mr. Lai graduated from Nankai University of Tianjin City of the People's Republic of China (the "**PRC**") with studies major in financial management. Prior to joining the Group, Mr. Lai held various senior positions such as director and person in charge in businesses engaged in the financial services industry in China.

Pursuant to the terms of the service contract entered into between the Company and Mr. Lai, Mr. Lai's term of appointment as an executive Director is one year with effect from 16 August 2019, 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 was determined by the Board with reference to his duties and responsibilities with the Company. Either the Company or Mr. Lai may terminate the said service contract by giving not less than three months' prior notice in writing to the other.

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; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have any interests in Shares within the meaning of Part XV of the SFO.

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 an executive Director nor is there any other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

NOTICE OF AGM



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 Unit 2413A, 24/F, Lippo Centre Tower 1, 89 Queensway, Admiralty, Hong Kong on Tuesday, 30 June 2020 at 11:00 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 2019;
2. (A) To authorize the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration;

(B) To re-elect Ms. Cheung Ngar Kwan as an executive Director;

(C) To re-elect Mr. Wong Kin Ching as an executive Director;

(D) To re-elect Mr. Lai Weifeng as an executive Director; and

(E) To re-elect Dr. Xu Jianmin as an independent non-executive Director;
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;
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

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(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
- (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

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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 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

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Hong Kong, 29 May 2020

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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e., not later than 11:00 a.m. on Sunday, 28 June 2020) 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, 23 June 2020 to Tuesday, 30 June 2020 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 25 June 2020.