
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **HNA Technology Investments Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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HNA Technology Investments Holdings Limited
海航科技投資控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2086)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of HNA Technology Investments Holdings Limited to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Tuesday, 24 May 2022 at 9:30 a.m. is set out on pages 25 to 30 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Coronavirus at the AGM, including:

- compulsory temperature checks
- compulsory wearing of surgical face masks
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may be denied entry into the venue of AGM and the attendees are required to wear face masks. The Company reminds the Shareholders 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.

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PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at: www.chp.gov.hk/en/features/102742.html), the Company will implement necessary precautionary measures at the AGM to protect attending Shareholders, Directors, proxies and other attendees from the risk of infection, including but not limited to:

- (i) 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.
- (ii) The attendees are required to wear surgical face masks inside the AGM venue at all times and to maintain a safe distance between seats.
- (iii) 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.

As the COVID-19 situation continues to evolve, in order to minimise the risks to the Shareholders and other participants attending the AGM, the Company will closely monitor the situation and may adopt other precautionary measures as appropriate, according to the latest regulations published by the Hong Kong government from time to time. The Company may be required to change the AGM arrangements at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.hnatechinv.com) for further announcement(s) and update(s) on the AGM arrangements.

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, the 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 AGM circular for the Shareholders. 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.

PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING

If the Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company as follows:

Email: info@hnatechinv.com

Tel: 852 8200 8188

Fax: 852 2111 1158

If the Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Share registrar as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

Enquiries: www.computershare.com/hk/contact

Tel: 852 2862 8555

Fax: 852 2865 0990

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Tuesday, 24 May 2022 at 9:30 a.m.
“Articles of Association”	the amended and restated memorandum and articles of association of the Company effective on 29 September 2015
“Board”	the board of Directors of the Company
“Change of Company Name”	the change of the English name of the Company from “HNA Technology Investments Holdings Limited” to “Leadway Technology Investment Group Limited” and the dual foreign name in Chinese of the Company from “海航科技投資控股有限公司” to “高維科技投資集團有限公司”
“Company”	HNA Technology Investments Holdings Limited, an exempted company incorporated in the Cayman Islands on 13 April 2000 with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in the ordinary resolution no. 4, Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Share Issue Mandate

DEFINITIONS

“Latest Practicable Date”	12 April 2022, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the proposed ordinary resolution as referred to in the ordinary resolution no. 5, Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent



HNA Technology Investments Holdings Limited
海航科技投資控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2086)

Executive Directors:

Mr. Mai Zhaoping (*Co-Chairman*)
Mr. Zhang Xueqin (*Co-Chairman and
Chief Executive Officer*)
Ms. Mai Qiqi
Mr. Chan Chun Leung
Ms. Xu Tingting
Mr. Wong Chi Ho

Non-Executive Directors:

Mr. Mai Ziyue
Mr. Shum Ngok Wa

Independent Non-executive Directors:

Dr. Lin Tat Pang
Mr. Lai Chi Leung
Mr. Zhang Dingfang
Mr. Gu Tianlong

Registered Office:

P.O. Box 309, Umland House
Grand Cayman
KY1-1104
Cayman Islands

*Head Office and Principal Place
of Business:*

Units 4108–4110, 41st Floor
Manhattan Place
23 Wang Tai Road
Kowloon Bay
Hong Kong

21 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the proposed Change of Company Name, and to seek your approval at the AGM in connection with, inter alia, such matters.

ISSUE MANDATE

At the annual general meeting held on 25 May 2021, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM.

As at the Latest Practicable Date, the number of issued shares of the Company is 319,564,892 Shares. Assuming that there is no change in the issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate as at the date of passing the resolution approving the Issue Mandate will be 63,912,978 Shares representing not more than 20% of the total number of issued shares of the Company.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate, details of which are set out in the ordinary resolutions no. 4 and no. 6 respectively in the notice of the AGM.

REPURCHASE MANDATE

Also at the annual general meeting held on 25 May 2021, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew the Repurchase Mandate at the AGM.

As at the Latest Practicable Date, the number of the issued shares is 319,564,892 Shares. Assuming that there is no change in the issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the resolution approving the Repurchase Mandate will be 31,956,489 Shares.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the ordinary resolution no. 5 in the notice of the AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of total number of issued shares of the Company as at the date of passing of the Repurchase Mandate.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of twelve Directors, Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi, Mr. Chan Chun Leung, Ms. Xu Tingting, Mr. Wong Chi Ho, Mr. Mai Ziye, Mr. Shum Ngok Wa, Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong.

In accordance with Article 16.2 of the Articles of Association, the newly appointed directors namely, Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi, Mr. Chan Chun Leung, Ms. Xu Tingting, Mr. Mai Ziye, Mr. Shum Ngok Wa, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong will retire at the AGM, being eligible, and offer themselves for re-election.

In accordance with Article 16.18 of the Articles of Association, Dr. Lin Tat Pang will retire by rotation at the AGM, being eligible, and offer himself for re-election.

The Nomination Committee and the Board have reviewed the annual written confirmation of independence of Dr. Lin Tat Pang and written confirmation of independence of Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong and assessed their independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. They do not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company. The Nomination Committee and the Board are also not aware of any circumstance that might influence the independent non-executive Directors in exercising independent judgment and are satisfied that they have the required character, integrity, independence and experience to fulfill the role of independent non-executive Directors. On this basis, Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong are considered independent. The Nomination Committee nominated Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, the Board proposed that Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong stand for re-election as independent non-executive Directors at the AGM.

Having regard to the experience, skill and expertise of the retiring Directors as well as the overall board diversity of the Company, the nomination committee of the Company recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi, Mr. Chan Chun Leung, Ms. Xu Tingting, Mr. Mai Ziye, Mr. Shum Ngok Wa, Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong, stands for re-election as Director by way of separate resolution at the Annual General Meeting.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 30 March 2022 in relation to the proposed Change of Company Name.

The Board proposes to change the English name of the Company from “HNA Technology Investments Holdings Limited” to “Leadway Technology Investment Group Limited” and the dual foreign name in Chinese of the Company from “海航科技投資控股有限公司” to “高維科技投資集團有限公司”.

Conditions of the Change of Company Name

The Change of Company Name will be subject to the following conditions:

1. The passing of a special resolution by the Shareholders at the AGM approving, among other things, the Change of Company Name; and
2. the Registrar of Companies of the Cayman Islands approving the Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new name has been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reason for the Change of Company Name

The Board considers that the proposed Change of Company Name will better reflect the recent change of control of the Company. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and its Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s financial position.

All existing certificates of securities in issue bearing the existing name of the Company shall, upon the Change of Company Name becoming effective, continue to be evidence of title to such securities and in particular, the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates of securities bearing the new name of the Company. Following completion of all necessary filing procedures with the

LETTER FROM THE BOARD

Companies Registry in Hong Kong, all new certificates of securities will be issued in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the AGM, the effective date of the Change of Company Name and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors, and special resolution to approve the proposed Change of Company Name is set out on pages 25 to 30 of this circular.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the proposed Change of Company Name are in the best interests of the Company as well as to the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

By order of the Board
HNA Technology Investments Holdings Limited
Mai Zhaoping Zhang Xueqin
Co-chairmen

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 319,564,892 Shares in issue at the Latest Practicable Date, could result in up to 31,956,489 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. UNDERTAKING

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2021 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

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

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

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

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the 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. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to register kept by the Company pursuant to Section 336 of the SFO, (a) Mr. Mai Zhaoping, being the sole ultimate beneficial owner of Mars Development Limited, was interested in 239,215,679 Shares, representing approximately 74.85% of the entire issued shares of the Company through (i) the direct interest of Mars Development Limited in the Company; (ii) the interest of Mars Development Limited in 60% of the entire issued share capital in HNA Ecotech Pioneer Acquisition (the immediate parent of the Group); and (iii) the acting in concert arrangement with Mr. Zhang Xueqin pursuant to the Deed of Concert Parties dated 12 January 2022 (the "**Deed of Concert Parties**"); and (b) Mr. Zhang Xueqin, being the sole ultimate beneficial owner of Megacore Development Limited, was interested in 239,215,679 Shares, representing approximately 74.85% of the entire issued shares of the Company through (i) the direct interest of Megacore Development Limited in the Company; (ii) the interest of Megacore Development Limited in 40% of the entire issued share capital in HNA Ecotech Pioneer Acquisition (the immediate parent of the Group); and (iii) the acting in concert arrangement with Mr. Mai Zhaoping pursuant to the Deed of Concert Parties. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of Mr. Mai Zhaoping and Mr. Zhang Xueqin would be increased to approximately 83.17% of the total number of issued shares of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Buy-Back Mandate to the extent that the number of Shares held by the public would be reduced to less than 25% of the total number of Shares in issue.

6. SHARE PURCHASED MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The table below is a summary of the highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date.

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2021		
April	0.680	0.610
May	0.910	0.580
June	0.830	0.500
July	0.720	0.550
August	0.670	0.540
September	0.840	0.620
October	0.900	0.740
November	1.150	0.830
December	1.180	0.910
2022		
January	1.620	0.820
February	1.120	0.830
March	0.980	0.620
April (up to the Latest Practicable Date)	1.150	0.800

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Mr. Mai Zhaoping

Mr. Mai Zhaoping (麥照平), aged 55, was appointed as an executive Director of the Company on 4 February 2022, and appointed as co-chairman of the Board on 26 February 2022.

Mr. Mai obtained the master of management in December 2009 from the Jinan University in the PRC. Mr. Mai has extensive experience in business development and management. He is currently the vice chairman of Guangdong Hongfa Investment Group Co., Limited* (廣東鴻發投資集團有限公司), a company based in the PRC focusing in, inter alia, properties development, financial services, healthcare, education and public area construction in the PRC (www.hongfagroup.net). Mr. Mai was also a former member of the Guangdong Provincial People's Political Consultative Conference during January 2008 to January 2018. Mr. Mai is the father of Ms. Mai Qiqi and Mr. Mai Ziye, an executive Director of the Company and a non-executive Director of the Company respectively. He is also the uncle of Mr. Chan Chun Leung, an executive Director of the Company.

Mr. Mai, being the sole ultimate beneficial owner of Mars Development Limited, was interested in 239,215,679 Shares, representing approximately 74.85% of the entire issued shares of the Company as at the Latest Practicable Date through (i) the direct interest of Mars Development Limited in the Company; (ii) the interest of Mars Development Limited in 60% of the entire issued share capital in HNA Ecotech Pioneer Acquisition (the immediate parent of the Group); and (iii) the acting in concert arrangement with Mr. Zhang Xueqin pursuant to the Deed of Concert Parties dated 12 January 2022 (the "**Deed of Concert Parties**").

Mr. Mai was one of the shareholders and directors (together with another individual) of Top Treasure Engineering Limited ("**Top Treasure**"), a company incorporated with limited liability under the laws of Hong Kong, since April 2000 and until prior to its dissolution. Top Treasure was dissolved or put into liquidation during his directorship. Top Treasure recorded a default in payment of material sum to one of its major customers in 2001. It had then suffered from liquidity issue and unable to settle, inter alia, salary payables when became due. A creditor of Top Treasure filed a petition for its winding up in January 2005 with the High Court of Hong Kong in relation to overdue salary. Top Treasure was dissolved by compulsory winding up by the High Court of Hong Kong in May 2009. Mr. Mai confirmed that (i) there was no wrongful act on his part which led to the winding up or dissolution of Top Treasure; (ii) he is not aware of any actual or potential claim that has been made against him as a result of the winding up or dissolution of Top Treasure; (iii) no misconduct or misfeasance on his part were involved in the winding up or dissolution of Top Treasure.

Mr. Mai has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for a term of three years commencing from 4 February 2022 unless terminated by three months' written notice or in certain circumstances as in

* For identification purpose only

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

accordance with the terms of the service contract. Pursuant to the service agreement, Mr. Mai will receive a basic salary of HK\$400,000 per annum, which is determined with reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Mai is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Mai (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Mai has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Mr. Zhang Xueqin

Mr. Zhang Xueqin (張學勤), aged 50, was appointed as an executive Director of the Company on 4 February 2022, and appointed as co-chairman of the Board and chief executive officer of the Company on 26 February 2022.

Mr. Zhang obtained the master of business administration from the Macau University of Science and Technology in June 2005. He has extensive experience in business development and management. He is currently the chairman of the board of directors of Guangdong Zhong Zhao Industrial Group Company Limited* (廣東中兆實業集團有限公司), a company based in the PRC focusing in, inter alia, property investments and investments in industrial businesses.

Mr. Zhang, being the sole ultimate beneficial owner of Megacore Development Limited, was interested in 239,215,679 Shares, representing approximately 74.85% of the entire issued shares of the Company as at the Latest Practicable Date through (i) the direct interest of Megacore Development Limited in the Company; (ii) the interest of Megacore Development Limited in 40% of the entire issued share capital in HNA Ecotech Pioneer Acquisition (the immediate parent of the Group); and (iii) the acting in concert arrangement with Mr. Mai Zhaoping pursuant to the Deed of Concert Parties.

Mr. Zhang has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for a term of three years commencing from 4 February 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract. Pursuant to the service agreement, Mr. Zhang

* *For identification purpose only*

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

will receive a basic salary of HK\$400,000 per annum, which is determined with reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Zhang is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Zhang has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Ms. Mai Qiqi

Ms. Mai Qiqi (麥綺琪), aged 29, was appointed as a non-executive Director of the Company on 4 February 2022. She was re-designated as an executive Director of the Company and appointed as deputy chief executive officer of the Company on 7 March 2022.

Ms. Mai obtained her Master of Philosophy degree from the University of Cambridge in 2019 and her bachelor's degree in science from the University of Toronto in 2017. She has been an analyst of SDIC Fund Management Innovation Investment Management (Shanghai) Co., Ltd. (國投創新投資管理(上海)有限公司) during December 2019 to January 2022. Ms. Mai is the daughter of Mr. Mai Zhaoping (麥照平), an executive Director of the Company and co-chairman of the Board.

Ms. Mai has entered into a letter of appointment with the Company on 4 February 2022 pursuant to which she has agreed to act as a non-executive Director for a term of three years commencing from 4 February 2022 unless terminated by three month's written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Ms. Mai has further entered into a service agreement with the Company on 7 March 2022 (which supersedes the letter of appointment entered on 4 February 2022) with the Company pursuant to which she has agreed to act as an executive Director for a term of three years commencing from 7 March 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract.

Pursuant to the above service agreement, Ms. Mai will receive a basic salary of HK\$350,000 per annum, which is determined with reference to her background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates, and such other benefits as may be determined

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

by, and at the discretion of, the Board from time to time. Ms. Mai is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Ms. Mai (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Ms. Mai has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to her re-election as Director.

Mr. Chan Chun Leung

Mr. Chan Chun Leung (陳俊良), aged 34, was appointed as an executive Director and chief financial officer of the Company on 7 March 2022.

Mr. Chan obtained a bachelor's degree in Finance, Accounting and Management from The University of Nottingham in the United Kingdom in July 2010. Mr. Chan has been admitted as an associate member of the Association of International Accountants in August 2020. From January 2012 to August 2013, Mr. Chan was working as an associate at the Assurance Department at PricewaterhouseCoopers. Mr. Chan has been a vice president (助理總裁) of Guangdong Hongfa Investment Group Co., Limited* (廣東鴻發投資集團有限公司) since October 2013. Mr. Chan is the nephew of Mr. Mai Zhaoping (麥照平), an executive Director of the Company and co-chairman of the Board.

Mr. Chan has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for a term of three years commencing from 7 March 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract. Pursuant to the service agreement, Mr. Chan will receive a basic salary of HK\$350,000 per annum, which is determined with reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Chan is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Chan (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

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APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Mr. Chan has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Ms. Xu Tingting

Ms. Xu Tingting (許婷婷), aged 38, was appointed as an executive Director of the Company on 4 February 2022 and chief operating officer of the Company on 7 March 2022.

Ms. Xu graduated from South China Agricultural University (華南農業大學) in July 2007, majoring in accounting and obtained a bachelor's degree in accounting and management. In addition, she obtained the qualification of an intermediate accountant from the Guangdong Provincial Department of Human Resources and Social Security in August 2009 and was qualified as a certified public accountant in the PRC in March 2011. Ms. Xu was a financial manager of Dongguan Zhenglian Financial Consulting Co., Ltd.* (東莞市正聯財務諮詢有限公司) from September 2007 to March 2011. She has also served as a chief accountant of Dongguan Zhenglian C.P.A. Limited (general partner)* (東莞市正聯會計師事務所(普通合夥)) since April 2011. In addition, Ms. Xu is an executive director of Shenzhen Shangyicheng Trading Limited* (深圳尚一城貿易有限公司), a company indirectly wholly-owned by Mr. Zhang Xueqin (張學勤), an executive Director and chief executive officer of the Company and co-chairman of the Board. Ms. Xu has been appointed as an independent non-executive director of Dongguan Rural Commercial Bank Co., Ltd.* (東莞農村商業銀行股份有限公司), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 9889) since October 2019.

Ms. Xu has entered into a service agreement with the Company pursuant to which she has agreed to act as an executive Director for a term of three years commencing from 4 February 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract. Pursuant to the service agreement, Ms. Xu will receive a basic salary of HK\$340,000 per annum, which is determined with reference to her background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Ms. Xu is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Ms. Xu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

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APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, Ms. Xu has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to her re-election as Director.

Mr. Mai Ziyue

Mr. Mai Ziyue (麥子擘), aged 28, was appointed as a non-executive Director of the Company on 7 March 2022.

Mr. Mai obtained Bachelor of Arts from The University of Toronto in June 2019. Mr. Mai has been an executive director and the chief executive officer of Huizhou Province Hongzhuo Investment Company* (惠州市鴻卓投資公司) since March 2020 and a vice chairman of Guangdong Honggao Construction Group Co., Ltd* (廣東鴻高建設集團有限公司) since March 2020. Mr. Mai is the son of Mr. Mai Zhaoping (麥照平), an executive Director of the Company and co-chairman of the Board.

Mr. Mai has entered into a letter of appointment with the Company pursuant to which he has agreed to act as a non-executive Director for a term of three years commencing from 7 March 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Mai is not entitled to receive any director's emolument for acting as a non-executive Director. Mr. Mai is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Mai (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Mai has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Mr. Shum Ngok Wa

Mr. Shum Ngok Wa (沈岳華), aged 32, was appointed as a non-executive Director of the Company on 11 August 2021.

Mr. Shum has around ten years of experience in the finance industry. He has been serving at a money lending company in Hong Kong since July 2019, and his current position in this

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APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

money lending company is vice president. Mr. Shum joined Kingston Securities Limited in September 2012 in its credit and risk control department, and was responsible for risk management function of the securities business. Mr. Shum was a non-executive director of Highlight China IoT International Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1682) from July 2016 to June 2017.

Mr. Shum obtained the degree of Bachelor of Business Administration (Honours) in Quantitative Finance and Risk Management from City University of Hong Kong in July 2011. He is also a Certified Financial Risk Manager (FRM) of the Global Association of Risk Professionals.

Mr. Shum has entered into a letter of appointment with the Company pursuant to which he has agreed to act as a non-executive Director for a term of two years commencing from 11 August 2021 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Shum is not entitled to receive any director's emolument for acting as a non-executive Director. Mr. Shum is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Shum (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Shum has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Dr. Lin Tat Pang

Dr. Lin Tat Pang (連達鵬), aged 66, was appointed as an independent non-executive Director of the Company and the chairman of the audit committee of the Company on 22 December 2017, and a member of the nomination committee of the Company and the chairman of the remuneration committee of the Company on 31 December 2018.

Dr. Lin is also an independent non-executive director of China Aluminum Cans Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 06898) since June 2013. Dr. Lin has over 40 years of experience in accounting, finance and public offerings. Dr. Lin served as assistant accountant, accounting manager and chief accountant in Sun Hung Kai Securities Limited during 1980 to 1988. He joined Sun Hung Kai Investment Services Limited and Sun Hung Kai Forex & Bullion Co. Limited as executive director in December 1989. He was also appointed as company secretary of Sun Hung Kai & Co. Limited (a company listed on the Main Board of the Stock Exchange with stock code: 00086) in November

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

1990. Subsequently, he worked for Hong Kong Exchanges and Clearing Limited and the Stock Exchange between December 1992 and March 2013, and his last position was senior consultant to the Listing, Listing & Regulatory Affairs Division of Hong Kong Exchanges and Clearing Limited.

Dr. Lin obtained his Doctor of Laws, Master of Laws and Bachelor of Laws from Peking University in 2009, 1998 and 1992 respectively. He also completed his Postgraduate Certificate in Hong Kong Law in City University of Hong Kong in 1993. Dr. Lin is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Chartered Association of Certified Accountants, United Kingdom. He is also a member of the Chartered Institute of Arbitrators, United Kingdom.

Dr. Lin has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for a term of two years commencing from 21 December 2021 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Dr. Lin will receive a basic remuneration of HK\$240,000 per annum, which is determined with reference to the remuneration policy of the Company, his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Dr. Lin is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Dr. Lin (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Dr. Lin has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Mr. Lai Chi Leung

Mr. Lai Chi Leung (黎志良), aged 54, was appointed as an independent non-executive Director of the Company on 4 February 2022, and appointed as a member of the audit committee and remuneration committee of the Company on 26 February 2022.

He obtained the bachelor's degree in art with a first class honour in 1991 from City of London Polytechnic (currently known as London Metropolitan University) in the United Kingdom. Mr. Lai is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Lai has extensive working experience in audit, taxation, internal control and business review and appraisal for around 25 years. Mr. Lai is

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

currently a director of South China CPA Limited, a corporate CPA practice in Hong Kong. Mr. Lai was also a former independent non-executive director of Tai Shing International (Holdings) Limited (currently known as hmvod Limited) (a company listed on GEM of the Stock Exchange with stock code: 8103), during November 2014 to April 2016.

Mr. Lai has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for a term of two years commencing from 4 February 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Lai will receive a basic remuneration of HK\$240,000 per annum, which is determined with reference to the remuneration policy of the Company, his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Lai is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Lai (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Lai has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Mr. Zhang Dingfang

Mr. Zhang Dingfang (張定昉), aged 37, was appointed as an independent non-executive Director on 4 February 2022, and appointed as the chairman of the nomination committee of the Company and a member of the audit committee and remuneration committee of the Company on 26 February 2022.

He obtained the bachelor of communication engineering in 2006 from the Beijing University of Posts and Telecommunications in the PRC and the master of science in telecommunication in 2011 from the Hong Kong University of Science and Technology in Hong Kong. Mr. Zhang has been certified as a Chartered Financial Analyst (CFA) by the CFA Institute in 2015. Mr. Zhang has more than 10 years of experience in corporate finance, capital market and cross-border transaction practices. He has been the head of debt capital markets of CNCB (Hong Kong) Investment Limited since 2016. Prior to that, he worked as vice president at Hong Kong International Capital Management Limited during December 2011 to December 2014, and as senior manager at Hong Kong Huafa Investment Holdings Limited during January 2015 to June 2016. Mr. Zhang is currently licensed by the SFC to act as a responsible officer to carry

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) and representative to carry out Type 4 (advising on securities) regulated activities under the SFO.

Mr. Zhang has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for a term of two years commencing from 4 February 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Zhang will receive a basic remuneration of HK\$240,000 per annum, which is determined with reference to the remuneration policy of the Company, his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Zhang is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Zhang has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

Mr. Gu Tianlong

Mr. Gu Tianlong (古天龍), aged 57, was appointed as an independent non-executive Director of the Company on 7 March 2022, and appointed as a member of the audit committee, remuneration committee and nomination committee of the Company on 30 March 2022.

Mr. Gu obtained a bachelor's degree in Machinery Manufacturing Technology and Equipment* (機械製造工藝及設備) at Taiyuan Institute of Technology North Area* (太原工學院) in August 1984 and obtained a doctor's degree in Industrial Automation (工業自動化) from Zhejiang University (浙江大學) in December 1996. Mr. Gu has obtained various awards, including "National Outstanding Teacher*" (全國模範教師) in September 1998, "Millions of Talent Projects, National Candidate*" (新世紀百千萬人才國家級人選) in April 2004 and "Overseas Chinese (Innovative Talents) Contribution Award*" (中國僑界(創新人才)奉獻獎) in September 2014. From 2018 to 2022, Mr. Gu was appointed as the vice president (副主任委員) of Committee on Professional Education (Computer) of Higher Education Institute, Ministry of Education* (教育部高等學校計算機類專業教學指導委員會). Since 2018, Mr. Gu was appointed as a committee member of Electronics Science & Technology Committee of Ministry of Industry and Information Technology (工業和信息化部心電子科學技術委員會) for a term of five years.

* For identification purpose only

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

In October 2018, Mr. Gu was appointed as the director (主任) of Discrete Mathematics Professionals Committee* (離散智能計道算專業專業委員會) of China Association for Artificial Intelligence* (人工智能學會) for a term of five years.

Mr. Gu has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for a term of three years commencing from 7 March 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Gu will receive a basic remuneration of HK\$240,000 per annum, which is determined with reference to the remuneration policy of the Company, his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Gu is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Gu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Gu has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING



HNA Technology Investments Holdings Limited **海航科技投資控股有限公司** *(incorporated in the Cayman Islands with limited liability)* **(Stock Code: 2086)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of HNA Technology Investments Holdings Limited (the “**Company**”) will be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Tuesday, 24 May 2022 at 9:30 a.m. (the “**Meeting**”) for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2021.
2. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Mai Zhaoping
 - (ii) Mr. Zhang Xueqin
 - (iii) Ms. Mai Qiqi
 - (iv) Mr. Chan Chun Leung
 - (v) Ms. Xu Tingting
 - (vi) Mr. Mai Ziyue
 - (vii) Mr. Shum Ngok Wa
 - (viii) Dr. Lin Tat Pang
 - (ix) Mr. Lai Chi Leung
 - (x) Mr. Zhang Dingfang
 - (xi) Mr. Gu Tianlong

NOTICE OF ANNUAL GENERAL MEETING

- (b) To authorise the board of directors to fix the remuneration of directors.
- 3. To re-appoint KPMG as auditor and to authorise the board of directors to fix the remuneration of auditor.
- 4. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in a general meeting, shall not exceed 20 per cent of the total number of shares in issue as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised 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 and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of the shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (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; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of the resolutions no. 4 and no. 5 set out in the notice convening the Meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares pursuant to the resolution no. 4 set out in the notice convening the Meeting be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to the resolution no. 5 set out in the notice convening the Meeting, provided that such extended amount shall not exceed 10 per cent of total number of shares in issue as at the date of passing of the said resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution).”

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7. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of name, the existing English name of the Company be changed from “HNA Technology Investments Holdings Limited” to “Leadway Technology Investment Group Limited” and the dual foreign name in Chinese of the Company from “海航科技投資控股有限公司” to “高維科技投資集團有限公司”, with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed change of company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
HNA Technology Investments Holdings Limited
Mai Zhaoping Zhang Xueqin
Co-chairmen

Hong Kong, 21 April 2022

Principal place of business in

Hong Kong:

Units 4108–4110, 41st Floor

Manhattan Place

23 Wang Tai Road

Kowloon Bay

Hong Kong

Registered Office:

P.O. Box 309, Uglan House

Grand Cayman

KY1-1104

Cayman Islands

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Notes:

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned meeting (as the case may be).
3. Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the Meeting, or any adjourned meeting, should they so wish.
4. The register of members will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 18 May 2022.
5. With regard to the resolution no. 2 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi, Mr. Chan Chun Leung, Ms. Xu Tingting, Mr. Mai Ziye, Mr. Shum Ngok Wa, Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular to shareholders of the Company dated 21 April 2022.
6. An explanatory statement containing further details regarding the resolution no. 5 as required by the Listing Rules is set out in Appendix I to the circular to shareholders of the Company dated 21 April 2022.
7. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.
8. Subject to the development of COVID-19 pandemic, in order to minimise the risks to the shareholders of the Company and other participants attending the AGM, the Company may be required to change the AGM arrangements at short notice. Shareholders of the Company are advised to check the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.hnatechinv.com) for further announcement(s) and update(s) on the AGM arrangements.