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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **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  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of HNA Technology Investments Holdings Limited to be held at 23rd Floor, Siu On Centre, No. 188 Lockhart Road, Wan Chai, Hong Kong on Friday, 4 May 2018 at 2:30 p.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting, 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, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

28 March 2018

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## DEFINITIONS

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*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 23rd Floor, Siu On Centre, No. 188 Lockhart Road, Wan Chai, Hong Kong on Friday, 4 May 2018 at 2:30 p.m.
“Articles of Association”	the amended and restated memorandum and articles of association of the Company with effective on 29 September 2015
“Board”	the board of Directors
“Company”	HNA Technology Investments Holdings Limited (formerly known as Advanced Card Systems Holdings Limited), an exempted company incorporated in the Cayman Islands on 13 April 2000 with limited liability under the Companies Law (Revised) of the Cayman Islands, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“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 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
“Latest Practicable Date”	22 March 2018, 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
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing the Repurchase Mandate

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## DEFINITIONS

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“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. Tong Fu (*Chairman*)  
Mr. Wang Hao (*Vice Chairman*)  
Mr. Peng Fang (*Chief Executive Officer*)  
Mr. Zhang Tao  
Mr. Wong Chi Ho

*Registered Office:*

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

*Independent Non-executive Directors:*

Mr. Guo Dan  
Ms. Kaung Cheng Xi Dawn  
Dr. Lin Tat Pang

*Head Office and Principal Place  
of Business:*

Units 505-507, Level 5  
Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

28 March 2018

*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  
NOTICE OF ANNUAL GENERAL MEETING**

**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 and the re-election of the retiring Directors, and to seek your approval at the AGM in connection with, inter alia, such matters.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

At the annual general meeting held on 26 June 2017, 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 issued share capital of the Company comprised 319,564,892 Shares. Assuming that there is no change in the issued share capital 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 authorize the extension of the Issue Mandate, details of which are set out in ordinary resolutions numbers 4 and 6 respectively in the notice of AGM.

### REPURCHASE MANDATE

Also at the annual general meeting held on 26 June 2017, 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 share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing 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 ordinary resolution number 5 in the notice of 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.

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 eight Directors, Mr. Tong Fu, Mr. Wang Hao, Mr. Peng Fang, Mr. Zhang Tao, Mr. Wong Chi Ho, Mr. Guo Dan, Ms. Kaung Cheng Xi Dawn and Dr. Lin Tat Pang.

In accordance with Article 16.2 of the Articles of Association, Mr. Tong Fu, Mr. Zhang Tao and Dr. Lin Tat Pang, will retire at the AGM. Mr. Tong Fu, Mr. Zhang Tao and Dr. Lin Tat Pang will, being eligible, offer themselves for re-election.

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## LETTER FROM THE BOARD

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In accordance with article 16.18 of the Articles of Association, Ms. Kaung Cheng Xi Dawn and Mr. Wong Chi Ho will retire by rotation at the AGM. Ms. Kaung Cheng Xi Dawn and Mr. Wong Chi Ho will, being eligible, offer themselves for re-election.

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

### **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 is set out on pages 14 to 18 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, 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 Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

### **RECOMMENDATION**

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors 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**  
**Tong Fu**  
*Chairman*

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 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 memorandum and 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 2017 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 memorandum of association and 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 the register kept by the Company pursuant to Section 336 of the SFO, HNA EcoTech Pioneer Acquisition was interested in 239,673,669 Shares, representing approximately 75.00% of the issued share capital of the Company. 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 HNA EcoTech Pioneer Acquisition would be increased to approximately 83.33% of the issued share capital 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 power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in the number of Shares held by the public being reduced to less than 25%.

#### **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.

	<b>Highest Traded Price</b> <i>HK\$</i>	<b>Lowest Traded Price</b> <i>HK\$</i>
<b>2017</b>		
April	3.60	2.73
May	4.76	3.00
June	5.34	3.67
July	4.34	3.75
August	4.35	3.61
September	4.15	3.60
October	4.18	3.88
November	4.11	3.34
December	4.08	3.65
<b>2018</b>		
January	4.01	2.88
February	3.05	2.64
March (up to the Latest Practicable Date)	3.30	2.39

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

**Mr. Tong Fu**

Mr. Tong Fu (童甫), aged 35, was appointed as an executive Director and the chairman of the Board on 7 July 2017. Mr. Tong has served various key roles across several functions in HNA Group Co., Ltd.\* (海航集團有限公司) (“**HNA Group**”) since joining HNA Group, such as director of the general administration office and general manager of corporate social responsibility from December 2011 to March 2015, and chief innovation officer and the general manager of information technology development from January 2016 to July 2016. These managerial experiences have given him a deep understanding in corporate strategy, innovation management and logistics operations. He has been a director of HNA Group since January 2017. HNA Group is a controlling shareholder of the Company. Mr. Tong is committed to boost HNA Group’s presence in the global logistics and technology industry. He is an experienced strategist and travels across the globe to prospect new ventures. He has led a number of important investments on behalf of HNA Group.

Mr. Tong also serves as the chairman of board of directors of HNA Technology Group Co., Ltd.\* (海航科技集團有限公司) (“**HNA Technology Group**”) and Pactera Technology International Ltd., both companies are subsidiaries of HNA Group. He is a director of Hainan eKing Technology Co., Ltd. since December 2014. He is also the chairman of the board of directors of TianJin Tianhai Investment Company Limited, a subsidiary of HNA Group, since March 2017. The A shares and B shares of TianJin Tianhai Investment Company Limited are listed on the Shanghai Stock Exchange with stock code 600751 and 900938, respectively.

Mr. Tong obtained a Bachelor of Science degree from Peking University in June 2004 and a Master of Business Administration from Peking University in January 2015.

Mr. Tong has entered into a service contract with the Company pursuant to which he has agreed to act as an executive Director for a term of 2 years commencing from 7 July 2017 unless terminated by three month’s written notice or in certain circumstances as in accordance with the terms of the service contract. Mr. Tong is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. During the year ended 31 December 2017, Mr. Tong received a basic remuneration of HK\$949,200 and retirement scheme contribution of HK\$6,000. His remuneration is determined with reference to the remuneration policy of the Company, his 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.

Save as disclosed above, Mr. Tong (i) does not have any other relationships with any Directors, senior management, management Shareholders, substantial Shareholders, or controlling Shareholders; (ii) does not hold any position with any members of the Group and (iii) does not have any directorship in other listed public companies in the past three years.

\* For identification purpose only

As at the Latest Practicable Date, Mr. Tong did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Tong 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 Tao**

Mr. Zhang Tao (張陶), aged 35, was appointed as an executive Director on 7 July 2017. Mr. Zhang started his career with HNA Group in 2004 and served various management positions in HNA Group's subsidiaries since then including manager of financial internal control center of HNA Tourism Holding (Group) Co., Ltd.\* (海航旅業控股(集團)有限公司), general manager of plan finance department of Deer Jet Co., Ltd.\* (金鹿航空有限公司) and Beijing Capital Airlines Co., Ltd., respectively, financial controller of HNA Xinhua Culture Holding Group Co., Ltd., chairman of Beijing Shareco Technologies Co., Ltd., vice president of HNA Culture Holding Group Co., Ltd.\* (海航文化控股集團有限公司) and chairman and chief executive officer of HNA USOLV Co. Ltd.\* (海航雲商投資有限公司) and the financial controller of HNA Technology Group.

Mr. Zhang has been the vice president of innovation (創新副總裁) of HNA Technology Group since April 2017. Currently, he is also a director of each of Pactera Technology International Ltd, HNA Cloud Culture Media (Beijing) Co., Ltd.\* (海航雲端文化傳媒(北京)有限公司) and Beijing Shareco Technologies Co., Ltd., respectively, all of which are subsidiaries of HNA Group.

Mr. Zhang obtained a Bachelor of Diplomacy and Economics degree from Peking University in June 2004 and a Master of Business Administration from Peking University in July 2015.

Mr. Zhang has entered into a service contract with the Company pursuant to which he has agreed to act as an executive Director for a term of two years commencing from 7 July 2017 unless terminated by three month's written notice or in certain circumstances as in accordance with the terms of the service contract. Mr. Zhang is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, Mr. Zhang will not receive any basic remuneration, but he may receive other benefits as may be determined by, and at the discretion of, the Board from time to time.

Save as disclosed above, Mr. Zhang (i) does not have any other relationships with any Directors, senior management, management Shareholders, substantial Shareholders, or controlling Shareholders; (ii) does not hold any position with any members of the Group and (iii) does not have any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Zhang did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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.

\* For identification purpose only

**Dr. Lin Tat Pang**

Dr. Lin Tat Pang (連達鵬), aged 61, was appointed as an independent non-executive Director on 22 December 2017. He is also the chairman of the audit committee of the Company.

Dr. Lin is also an independent non-executive director of China Aluminum Cans Holdings Limited (Main Board listed company with stock code: 06898) since June 2013.

Dr. Lin has over 30 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 (Main Board listed company with stock code: 00086) in November 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 Law, Master of Law and Bachelor of Law 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 (previously known as City Polytechnic 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 22 December 2017 unless terminated by three month's written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Dr. Lin is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. 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 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.

Save as disclosed above, Dr. Lin (i) does not have any other relationships with any Directors, senior management, management Shareholders, substantial Shareholders, or controlling Shareholders; (ii) does not hold any position with any members of the Group and (iii) does not have any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Dr. Lin did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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.

**Ms. Kaung Cheng Xi Dawn**

Ms. Kaung Cheng Xi Dawn, aged 37, was appointed as an independent non-executive Director on 24 March 2015. She is also a member of the audit committee and the nomination committees. Ms. Kaung was appointed as the Chairman of the remuneration committee with effect from 1 April 2017. Ms. Kaung Cheng Xi Dawn was a Sales Director at Avery Dennison Hong Kong B.V. from September 2014 to February 2016. Prior to joining Avery Dennison Hong Kong B.V. as Senior Manager of Global Supply Chain in February 2013, Ms. Kaung worked as an Associate with McKinsey & Company from November 2010 to January 2013. Previously, Ms. Kaung worked at Dell Inc. group of companies in U.S.A. and Singapore from July 2003 to August 2008.

Ms. Kaung obtained her Master in Business Administration degree from Harvard University in Massachusetts, U.S.A. in May 2010. She also received her Master of Science in Management Science and Engineering degree from Stanford University in California, U.S.A. in June 2003 and her Bachelor of Science in Engineering in Industrial and Operations Engineering (Summa Cum Laude) degree from The University of Michigan at Ann Arbor in Michigan, U.S.A. in April 2002.

Ms. Kaung 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 24 March 2015 which has been renewed for a term of further two years from 24 March 2017 unless terminated by three month's written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Ms. Kaung is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, started from 1 January 2018, Ms. Kaung will receive a basic remuneration of HK\$240,000 per annum, which is determined with reference to the remuneration policy of the Company, her 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.

Save as disclosed above, Ms. Kaung (i) does not have any other relationships with any Directors, senior management, management Shareholders, substantial Shareholders, or controlling Shareholders; (ii) does not hold any position with any members of the Group and (iii) does not have any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Ms. Kaung did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. Kaung 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. Wong Chi Ho**

Mr. Wong Chi Ho, aged 38, is an executive Director of the Company and a member of the Nomination Committee. He was appointed as executive Director on 24 March 2015 and he is also Co-Chief Executive Officer a subsidiary of the Company. He is also a director and the legal representative of several subsidiaries of the Group. He joined the Group in July 2013. He is involved in the development of the Group's smart card and smart card reader technologies. Mr. Wong Chi Ho has over eight years of engineering work experience in Silicon Valley, California, U.S.A., where he worked for Qualcomm Technologies, Inc., Nvidia Corporation and Sun Microsystems Inc.

Mr. Wong Chi Ho obtained a Master of Science in Management, Science and Engineering degree from Stanford University in California, U.S.A. in January 2005 as well as Bachelor of Science in Engineering in Electrical Engineering (Summa Cum Laude) and Master of Science in Engineering in Electrical Engineering degrees from The University of Michigan at Ann Arbor in Michigan, U.S.A. in April 2001 and April 2002, respectively. Mr. Wong Chi Ho passed Level 3 of the CFA Study and Examination Program of the CFA Institute.

Mr. Wong has entered into a service contract with the Company pursuant to which he has agreed to act as an executive Director for a term of two years commencing from 24 March 2015 which has been renewed for a term of further two years from 24 March 2017 unless terminated by 3 month's written notice or in certain circumstances as in accordance with the terms of the service contract. Mr. Wong is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. During the year ended 31 December 2017, Mr. Wong received a basic remuneration of HK\$1,267,000 and retirement scheme contribution of HK\$18,000. His remuneration is determined with reference to the remuneration policy of the Company, his 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.

Save as disclosed above, Mr. Wong (i) does not have any other relationships with any Directors, senior management, management Shareholders, substantial Shareholders, or controlling Shareholders; (ii) does not hold any position with any members of the Group and (iii) does not have any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Wong did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Wong 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.

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NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of HNA Technology Investments Holdings Limited (the “**Company**”) will be held at 23rd Floor, Siu On Centre, No. 188 Lockhart Road, Wan Chai, Hong Kong on Friday, 4 May 2018 at 2:30 p.m. 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 2017.
2. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. Tong Fu
  - (ii) Mr. Zhang Tao
  - (iii) Dr. Lin Tat Pang
  - (iv) Ms. Kaung Cheng Xi Dawn
  - (v) Mr. Wong Chi Ho
- (b) To authorise the board of directors to fix the remuneration of directors.
3. To re-appoint KPMG as auditor and to authorize 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 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



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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 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
- (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 shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

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“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;
- (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 shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

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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 nos. 4 and 5 set out in the notice convening this 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 Resolution no. 4 set out in the notice convening this 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 Resolution no. 5 set out in the notice convening this 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).”

By order of the Board  
**HNA Technology Investments Holdings Limited**  
**Tong Fu**  
*Chairman*

Hong Kong, 28 March 2018

*Principal place of business in Hong Kong:*

Units 505-507, Level 5  
Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

*Registered Office:*

P.O. Box 309  
Ugland 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, 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 Friday, 27 April 2018 to Friday, 4 May 2018, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of annual general 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 26 April 2018.
5. With regard to Resolution no. 2 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Tong Fu, Mr. Zhang Tao, Dr. Lin Tat Pang, Ms. Kaung Cheng Xi Dawn and Mr. Wong Chi Ho be re-elected as directors of the Company. Particulars of the said retiring directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 28 March 2018.
6. An explanatory statement containing further details regarding Resolution no. 5 as required by the Stock Exchange of the Stock Exchange is set out in Appendix I to the circular to the shareholders of the Company dated 28 March 2018.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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.