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## **Guoan International Limited**

### **國安國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(Stock Code: 143)*

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Guoan International Limited (the “Company”) will be held at Empire Room 1, 1/F, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 14 June 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**“THAT**

1. the conditional agreement dated 13 February 2018 and entered into between, inter alia, Elitemind Investments Limited and Mr. Chong Chin as vendors and Exquisite Honor Holdings Limited, a wholly-owned subsidiary of the Company, as purchaser (the “Sale and Purchase Agreement”, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the sale and purchase of the entire issued shares of Yicko Securities Limited for a total consideration of HK\$420,000,000 (subject to adjustment) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
2. the creation and issue of the convertible bonds (the “Convertible Bonds”) in the aggregate principal amount of HK\$300,000,000 by the Company pursuant to the terms and conditions of the Sale and Purchase Agreement be and are hereby approved;
3. the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue such number of new shares of the Company (the “Conversion Shares”) as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds; and

4. any one director or (if the affixing of the common seal is necessary) any two directors of the Company be authorized for and on behalf of the Company to negotiate, agree, sign, execute, perfect and deliver all documents and agreements and do all such acts and things as he/they may in his/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds, the allotment and issue of the Conversion Shares and all matters incidental or ancillary thereto.”

By Order of the Board  
**Guoan International Limited**  
**DU Jun**  
*Chairman*

Hong Kong, 24 May 2018

*Notes:*

1. Shareholders who are entitled to vote at the above meeting are those whose names appear as shareholders on the register of members of the Company as at the close of business on 8 June 2018. In order to qualify for the entitlement to attend and vote at the above meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with (i) the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on 8 June 2018 if you are shareholders in Hong Kong; or (ii) the office of the Company’s share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. (formerly known as Lim Associates (Pte) Ltd) at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 by 8 June 2018 (Singapore time) on 5:00 p.m. if you are shareholders in Singapore.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
3. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with (i) the Company’s head office and principal place of business in Hong Kong at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong if you are shareholders in Hong Kong; or (ii) the office of the Company’s share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. (formerly known as Lim Associates (Pte) Ltd) at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 if you are shareholders in Singapore, as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).

4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting should they so wish, and in such event, the form of proxy shall be deemed to have been revoked.

*As at the date of this announcement, the Board comprises nine Directors, of which two are Executive Directors, namely Mr. HUANG Zhen Qian and Mr. SO Haw Herman, four are Non-executive Directors, namely Mr. DU Jun, Mr. LI Xiang Yu, Mr. CUI Ming Hong and Mr. YANG Li Ming, and three are Independent Non-executive Directors, namely Mr. WONG Chun Man, Mr. TSE Yung Hoi and Mr. NG Man Kung.*