

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **Guoan International Limited**

**國安國際有限公司**

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

(Stock Code: 143)

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 AUGUST 2021, RETIREMENT OF DIRECTORS AND AUDITORS AND RE-APPOINTMENT OF DIRECTORS**

Reference is made to the notice (the “**Notice of AGM**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Guoan International Limited (the “**Company**”) both dated 28 July 2021 in relation to, inter alia, proposals for re-election of retiring directors of the Company and general mandates to issue and repurchase shares of the Company. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE AGM**

The Board announces that at the AGM held on 27 August 2021, all the resolutions set out in the Notice of AGM were duly passed by the Shareholders by way of poll, save and except for the resolutions numbered 2(e) and 3.

As at the date of the AGM, a total of 7,748,960,899 Shares were in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Set out below are the poll results in respect of the resolutions proposed at the AGM:

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
1.	To adjourn the receiving and consideration of the audited financial statements and the reports of the Directors and of the independent auditors of the Company for the year ended 31 December 2020.	4,152,067,607 (99.46%)	22,368,407 (0.54%)
2.	(a) To re-elect Mr. LIU Deng as a Director.	4,152,067,607 (99.46%)	22,368,407 (0.54%)
	(b) To re-elect Mr. WEI Wen Jun as a Director.	4,152,067,607 (99.46%)	22,368,407 (0.54%)
	(c) To re-elect Ms. BAI Wei as a Director.	4,152,067,607 (99.46%)	22,368,407 (0.54%)
	(d) To re-elect Mr. ZHOU Deng Yue as a Director.	4,152,067,607 (99.46%)	22,368,407 (0.54%)
	(e) To re-elect Mr. LEE Kwok Leung as a Director.	5,606 (0.01%)	4,174,430,408 (99.99%)
	(f) To authorise the Board to fix the Directors' remuneration.	4,152,067,607 (99.46%)	22,368,407 (0.54%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditors of the Company and to authorise the Board to fix their remuneration.	5,606 (0.01%)	4,174,430,408 (99.99%)
4A.	To pass ordinary resolution no. 4A set out in the Notice of AGM in respect of the general mandate to issue shares.	4,152,067,607 (99.46%)	22,368,407 (0.54%)
4B.	To pass ordinary resolution no. 4B set out in the Notice of AGM in respect of the general mandate to repurchase shares.	4,152,067,607 (99.46%)	22,368,407 (0.54%)
4C.	To pass ordinary resolution no. 4C set out in the Notice of AGM in respect of the extension of the general mandate to issue shares repurchased.	4,152,067,607 (99.46%)	22,368,407 (0.54%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1, 2(a) to 2(d) and 2(f), and 4A to 4C at the AGM, these resolutions were duly passed as ordinary resolutions of the Company by way of poll. As less than 50% of the votes were cast in favour of each of the resolutions numbered 2(e) and 3 at the AGM, these resolutions were not passed as ordinary resolutions of the Company by way of poll.

## **RETIREMENT OF DIRECTORS**

The Board announces that, as the resolution numbered 2(e) in respect of the re-election of Mr. LEE Kwok Leung (“**Mr. Lee**”) was not passed at the AGM, Mr. Lee shall retire as an independent non-executive Director, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from the conclusion of the AGM. The Board is not aware of any disagreement between Mr. Lee and the Board or any matters relating to his retirement that need to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express its sincere gratitude to Mr. Lee for his valuable contributions to the Company during his tenure of office.

As disclosed in the announcement of the Company dated 9 August 2021, Mr. TSUI Tan Ning (“**Mr. Tsui**”) and Mr. CHEUNG Wai Man Raymond (“**Mr. Cheung**”) shall hold office until the AGM, at which they are eligible for re-election. Pursuant to Article 118 of the Articles, if at any general meeting at which an election of Directors ought to take place and the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled. However, in order to fully comply with Code Provision A.4.2 of Appendix 14 to the Listing Rules, Mr. Tsui and Mr. Cheung shall retire from office at the conclusion of the AGM, after which the Board shall exercise its power pursuant to Article 99 of the Articles to re-appoint Mr. Tsui and Mr. Cheung as a non-executive Director and an independent non-executive Director respectively.

## **RE-APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that Mr. Tsui and Mr. Cheung have been re-appointed as a non-executive Director and an independent non-executive Director respectively, both with effect from 27 August 2021. Mr. Cheung has also been re-appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee, all with effect from 27 August 2021. The biographies of Mr. Tsui and Mr. Cheung are set out below:

**Mr. TSUI Tan Ning (徐丹寧)**

Mr. Tsui, aged 49, is the Business Development Director of the Company and a director of Yicko Securities Limited. He has over 20 years of management experience in various industries in Shanghai, Beijing and Guangzhou. In 2011 to 2014, he worked as the vice president in a technology company, Beijing Xinlian Yitong Technology Co. Ltd., and was responsible for the overseas development business. In 2014 to 2019, he worked as the senior vice president of Salcon Xinlian Group LTD., which is a subsidiary of Salcon Berhad (a company listed in Malaysia with stock code: KLSE-8567), and was responsible for the e-commerce platform operation in Southeast Asia. In 2019 to 2020, he was appointed as a director of a British Virgin Islands company, Pearl Ace Ltd., and was responsible for investment and corporation consulting.

**Mr. CHEUNG Wai Man Raymond (張偉民)**

Mr. Cheung, aged 57, is a Bachelor of Laws graduate of the University of London. He furthered his education and completed his PCLL in the Manchester Metropolitan University of England in 1991 and was admitted as a Solicitor of the High Court of Hong Kong in 1994. Mr. Cheung joined Messrs. Y.L. Yeung & Co., Solicitors in 1994 and became one of its partners in 1996 until present. Mr. Cheung has vast experience for over 25 years in various legal fields.

As at the date of this announcement, save as disclosed above, each of Mr. Tsui and Mr. Cheung (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have, and is not deemed to have, any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any other position with the Company and other members of the Group, nor any other directorship in listed public companies, whether in Hong Kong or overseas, in the last three years preceding the date of this announcement or other major appointments and professional qualifications.

There is a 2-year letter of appointment entered into between the Company and each of Mr. Tsui and Mr. Cheung, commencing from 9 August 2021 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Tsui and Mr. Cheung shall hold office until the next following general meeting of the Company, at which they are eligible for re-election.

Mr. Tsui will not receive any salary for his directorship in the Company. He may be granted discretionary bonus, share options under the share option scheme adopted by the Company and/or shares under any share award scheme to be adopted by the Company from time to time. Mr. Cheung will receive a fixed director's fee of HK\$150,000 per annum, payable in quarterly instalments. Their remuneration is determined by the Board with reference to their roles and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Tsui and Mr. Cheung that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) under the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

## **NON-COMPLIANCE WITH THE LISTING RULES IN RELATION TO THE BOARD COMPOSITION**

Following the retirement of Mr. Lee as an independent non-executive Director and the re-appointment of Mr. Cheung as an independent non-executive Director, the Company currently has only one independent non-executive Director, and hence fails to meet the requirements under the Listing Rules of having:

- (a) at least three independent non-executive directors on the board of directors of a listed issuer under Rule 3.10(1) of the Listing Rules;
- (b) at least one of the independent non-executive directors having appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules;
- (c) such number of independent non-executive directors representing at least one-third of the board of an issuer under Rule 3.10A of the Listing Rules;
- (d) the audit committee comprising a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules, the majority of the audit committee members being independent non-executive directors of the listed issuer, and the audit committee being chaired by an independent non-executive director under Rule 3.21 of the Listing Rules;
- (e) the remuneration committee being chaired by an independent non-executive director and the majority of the remuneration committee members being independent non-executive directors of the listed issuer under Rule 3.25 of the Listing Rules; and
- (f) the majority of the nomination committee members being independent non-executive directors of the listed issuer under Code Provision A.5.1 of Appendix 14 to the Listing Rules.

In light of this, the Board is in the process of identifying suitable candidate(s) to fill the vacancies of the independent non-executive Directors and the member and/or chairman (as the case may be) of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. The Company will use its best endeavours to ensure that suitable candidate(s) is/are appointed as soon as practicable and, in any event, within three months after failing to meet the requirements pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

## **RETIREMENT OF AUDITORS**

The Board announces that, as the resolution numbered 3 in respect of the re-appointment of HLB Hodgson Impey Cheng Limited (“**HLB**”) was not passed at the AGM, HLB shall retire as the independent auditors of the Company with effect from the conclusion of the AGM. Save as disclosed in the announcements of the Company dated 12 April 2021 and 29 June 2021 respectively, the Board and the Audit Committee are not aware of any disagreement between HLB and the Board or any matters relating to their retirement that need to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express its appreciation to HLB for their services rendered to the Group in the past.

As a result of the resolution numbered 3 in respect of the re-appointment of HLB not being passed at the AGM, the Company is in the process of identifying a suitable replacement to fill the vacancy following the retirement of HLB and will make further announcement(s) relating to the appointment of new auditors of the Company as soon as practicable.

By Order of the Board  
**Guoan International Limited**  
**LIU Deng**  
*Chairman*

Hong Kong, 27 August 2021

*As at the date of this announcement, the Board comprises 6 Directors, of which 1 is an executive Director, namely Mr. LIU Deng, 4 are non-executive Directors, namely Ms. BAI Wei, Mr. WEI Wen Jun, Mr. ZHOU Deng Yue and Mr. TSUI Tan Ning, and 1 is an independent non-executive Director, namely Mr. CHEUNG Wai Man Raymond.*