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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)

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND RE-ELECTION OF DIRECTORS

This announcement is made by Guoan International Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

As the existing memorandum and articles of association of the Company (the “**Existing M&A**”) were respectively adopted in 2003 and 2007, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to adopt a new set of memorandum and articles of association of the Company (the “**Amended and Restated M&A**”) to, among others, (i) reflect the change of the name of the Company; (ii) bring the constitution of the Company in line with the amendments made to the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong during the past years; (iii) enhance corporate governance; (iv) incorporate certain housekeeping amendments; and (v) update, modernise or clarify provisions where it is considered desirable.

The proposed adoption of the Amended and Restated M&A is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming extraordinary general meeting (the “**EGM**”).

As disclosed in the announcement of the Company dated 27 August 2021 and in accordance with Article 99 of the Existing M&A, Mr. Tsui Tan Ning and Mr. Cheung Wai Man Raymond shall hold office only until the next following general meeting of the Company, at which they are eligible for re-election. As such, Mr. Tsui Tan Ning and Mr. Cheung Wai Man Raymond shall retire and, being eligible, offer themselves for re-election at the EGM.

A circular containing, among other things, further details relating to the proposed adoption of the Amended and Restated M&A and the re-election of Directors, together with a notice of the EGM will be despatched to the shareholders of the Company in due course.

By Order of the Board
Guoan International Limited
LIU Deng
Chairman

Hong Kong, 8 September 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.