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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)

ADDITIONAL RESUMPTION GUIDANCE AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

ADDITIONAL RESUMPTION GUIDANCE

Pursuant to the Additional Resumption Guidance issued by the Stock Exchange on 8 September 2021, the Company is required to re-comply with Rules 3.10, 3.10A, 3.21, 3.25 and Code Provision A.5.1 of Appendix 14 to the Listing Rules.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Ngan and Mr. Tse have been appointed as independent non-executive Directors, both with effect from 10 September 2021.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The composition of (i) the Audit Committee, (ii) the Nomination Committee and (iii) the Remuneration Committee have been changed as follows:

Mr. Ngan has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee, all with effect from 10 September 2021.

Mr. Tse has been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, all with effect from 10 September 2021.

This announcement is made by Guoan International Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 13 February 2018, 14 June 2018, 28 February 2019, 28 February 2020, 30 November 2020, 2 December 2020, 24 December 2020, 22 January 2021, 28 February 2021, 1 March 2021, 29 March 2021, 12 April 2021, 27 April 2021, 14 May 2021, 26 May 2021, 10 June 2021, 17 June 2021, 18 June 2021, 22 June 2021, 29 June 2021, 2 July 2021, 5 July 2021, 9 July 2021, 13 July 2021, 16 July 2021, 20 August 2021 and 3 September 2021 respectively (the “**Announcements**”) and the circular of the Company dated 24 May 2018. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

ADDITIONAL RESUMPTION GUIDANCE

Further to the Resumption Guidance set out in the letter from the Stock Exchange dated 18 June 2021, the Company received a letter from the Stock Exchange dated 8 September 2021 setting out additional guidance for the resumption of trading in the Shares (the “**Additional Resumption Guidance**”). According to the Additional Resumption Guidance, the Company is required to re-comply with Rules 3.10, 3.10A, 3.21, 3.25 and Code Provision A.5.1 of Appendix 14 to the Listing Rules.

The Additional Resumption Guidance further states that the Stock Exchange may modify the resumption guidance that have been given and/or give further guidance if the situation changes.

The Company is taking appropriate steps to resolve the issue(s) causing its trading suspension and to fully comply with the Listing Rules to the Stock Exchange’s satisfaction. The Company will seek to resume trading of its Shares on the Stock Exchange as soon as possible. The Company will also make further announcement(s) as and when appropriate in accordance with the Listing Rules.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In order to comply with the relevant requirements under the Listing Rules and the Additional Resumption Guidance, the Board is pleased to announce that Mr. NGAN Yu Loong (“**Mr. Ngan**”) and Mr. TSE Tsun Ling Febus (“**Mr. Tse**”) have been appointed as independent non-executive Directors, both with effect from 10 September 2021. The biographies of Mr. Ngan and Mr. Tse are set out below:

Mr. NGAN Yu Loong (顏裕龍)

Mr. Ngan, aged 59, is a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Ngan has over 20 years of experience in accounting and finance. He has been the principal partner of Y. L. Ngan and Company Certified Public Accountants since 1 July 1996. Mr. Ngan was an independent non-executive director of Yunbo Digital Synergy Group Limited (now known as Quantum Thinking Limited) (stock code: 8050), a company listed on GEM of the Stock Exchange, from 2 December 2013 to 12 January 2017.

Mr. TSE Tsun Ling Febus (謝雋寧)

Mr. Tse, aged 33, obtained Master degrees in Marketing from the City University of Hong Kong and Business Administration from the Hong Kong Polytechnic University respectively. In 2019, Mr. Tse joined a local company as the marketing director and subsequently served as the chief executive until present, the principal business of which provides health care services in Hong Kong. He is mainly responsible for leading, formulating and implementing the overall corporate and business strategic plans. From 2015 to 2019, Mr. Tse served in managerial grade positions in various companies, the industries of which range from manufacturing to mechanical and industrial engineering. Mr. Tse has over 6 years of experience in the fields of marketing and corporate strategy.

As at the date of this announcement, save as disclosed above, each of Mr. Ngan and Mr. Tse (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. Ngan and Mr. Tse, commencing from 10 September 2021 and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Ngan and Mr. Tse shall hold office until the next following general meeting of the Company (i.e. the forthcoming extraordinary general meeting of the Company), at which they are eligible for re-election.

Each of Mr. Ngan and Mr. Tse 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 appointments of Mr. Ngan and Mr. Tse 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.

The Board would like to extend its warm welcome to Mr. Ngan and Mr. Tse.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The composition of (i) the audit committee of the Company (the “**Audit Committee**”), (ii) the nomination committee of the Company (the “**Nomination Committee**”) and (iii) the remuneration committee of the Company (the “**Remuneration Committee**”) have been changed as follows:

Mr. Ngan has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee, all with effect from 10 September 2021.

Mr. Tse has been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, all with effect from 10 September 2021.

Upon the appointments of Mr. Ngan and Mr. Tse, the Company is in compliance with the requirements under Rules 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 of and Code Provision A.5.1 of Appendix 14 to the Listing Rules, and will have also fulfilled the condition imposed under the Additional Resumption Guidance.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 30 March 2021 and will remain suspended until further notice.

Transfer of Shares may be restricted as the deposits of Shares into CCASS may be suspended due to the Petition. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional adviser(s).

By Order of the Board
Guoan International Limited
LIU Deng
Chairman

Hong Kong, 10 September 2021

As at the date of this announcement, the Board comprises 8 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 3 are independent non-executive Directors, namely Mr. CHEUNG Wai Man Raymond, Mr. NGAN Yu Loong and Mr. TSE Tsun Ling Febus.