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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Guoan International Limited (the “**Company**”) will be held at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Friday, 27 August 2021 at 11:00 a.m. for the following purposes:

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;
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. LIU Deng as a director;
 - (b) to re-elect Mr. WEI Wen Jun as a director;
 - (c) to re-elect Ms. BAI Wei as a director;
 - (d) to re-elect Mr. ZHOU Deng Yue as a director;
 - (e) to re-elect Mr. LEE Kwok Leung as a director; and
 - (f) to authorise the board of directors to fix the directors’ remuneration;
3. To re-appoint HLB Hodgson Impey Cheng Limited as the independent auditors of the Company and to authorise the board of directors to fix their remuneration; and

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. **“THAT**

- (a) a general mandate be and is hereby unconditionally given to the directors to exercise during the Relevant Period all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 20% of the aggregate number of the issued shares of the Company as at the date of this resolution; otherwise than any shares which may be issued pursuant to the following events:
- (i) a right issue;
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) any option scheme, award scheme or similar arrangement for the time being adopted for the grant or issue to the directors and/or employees and/or consultants of the Company and/or its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend or similar arrangement in accordance with the articles of association of the Company; and
- (b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 law or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the members in general meeting.”

B. **“THAT**

- (a) a general mandate be and is hereby unconditionally granted to the directors to exercise during the Relevant Period all the powers of the Company to repurchase shares in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time provided however that the aggregate number of the shares to be repurchased pursuant to the approval in this paragraph shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of this resolution;
- (b) the approval in paragraph (a) above shall authorise the directors to procure the Company to repurchase its shares at a price determined by the directors; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 law or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the members in general meeting.”

- C. “**THAT**, conditional on the passing of resolution nos. 4A and 4B set out in the notice of this meeting, the general mandate granted to the directors to allot shares pursuant to resolution no. 4A set out in the notice of this meeting be and is hereby extended by the addition to the aggregate number of the shares which may be allotted or agreed to be allotted by the directors pursuant to such general mandate an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4B set out in the notice of this meeting.”

By Order of the Board
Guoan International Limited
LIU Deng
Chairman

Hong Kong, 28 July 2021

Notes:

- (1) The Hong Kong branch register of members will be closed from Tuesday, 24 August 2021 to Friday, 27 August 2021, both days inclusive, during which period no transfer of shares will be registered. Shareholders in Hong Kong who are entitled to vote at the meeting are those whose names appear as Shareholders on the branch register of members of the Company as at Monday, 23 August 2021. In order to be eligible to attend and vote at the meeting, all unregistered holders of Shares of the Company in Hong Kong must lodge all transfer documents accompanied by the relevant share certificates with the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 23 August 2021.
- (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. 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 the holding of the meeting or any adjournment thereof (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 adjournment thereof should they so wish, and in such event, the form of proxy shall be deemed to have been revoked.

PRECAUTIONARY MEASURES AT THE ANNUAL GENERAL MEETING

In light of the recent developments of the COVID-19 pandemic, the Company strongly recommends shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote on the resolutions as they have indicated in their proxy forms on their behalf, instead of attending the Annual General Meeting in person. The proxy forms have been despatched to shareholders and may also be downloaded from the Stock Exchange's website at www.hkexnews.hk.

Taking into consideration the guidelines issued by the Government of the Hong Kong Special Administrative Region and the Joint Statement dated 1 April 2020 made by The Securities and Futures Commission and The Stock Exchange of Hong Kong Limited in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation, the Company will implement the following preventive measures at the Annual General Meeting to protect attending shareholders from the risk of infection:

- Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue.
- Every shareholder or proxy is required to wear surgical face mask throughout the meeting.
- No refreshments will be served.

Any person who does not comply with the above precautionary measures may be denied entry into the Annual General Meeting venue.

As at the date of this announcement, the board comprises 5 directors, of which 1 is an executive director, namely Mr. LIU Deng, 3 are non-executive directors, namely Ms. BAI Wei, Mr. WEI Wen Jun and Mr. ZHOU Deng Yue, and 1 is an independent non-executive director, namely Mr. LEE Kwok Leung.