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WAN LEADER INTERNATIONAL LIMITED

萬勵達國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8482)

**(I) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(II) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(III) ADJOURNMENT OF AGM TO BE HELD ON 28 AUGUST 2024**

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 22 August 2024:

1. Mr. Liao Dongqiang has resigned as an independent non-executive Director of the Company and ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee; and
2. Ms. Lai Pik Chi Peggy has been appointed as an independent non-executive Director of the Company, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

ADJOURNMENT OF AGM TO BE HELD ON 28 AUGUST 2024

In view of the Resignation of Mr. Liao Dongqiang and Appointment of Ms. Lai Pik Chi Peggy, the information set out in the Circular and resolutions set out in the Notice and the Proxy Form previously published by the Company on 26 July 2024 shall be amended and/or supplemented to reflect the relevant changes. As such, the Board has resolved to adjourn the AGM to a later date. The (i) details of the Adjourned AGM; (ii) the updated arrangement for the closure of register of members of the Company in relation to the Adjourned AGM; (iii) the Supplemental Circular; (iv) the Supplemental Notice; and (v) the Revised Proxy Form will be published and/or despatched by the Company in due course.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

Resignation of Independent Non-Executive Director

The board (the “**Board**”) of directors (the “**Director(s)**”) of Wan Leader International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 22 August 2024, Mr. Liao Dongqiang (“**Mr. Liao**”) has tendered his resignation as an independent non-executive Director of the Company and ceased to act as the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”) and a member of each of the audit committee of the Board (the “**Audit Committee**”) and the nomination committee of the Board (the “**Nomination Committee**”) in order to devote more time to his other business commitments and work arrangements (the “**Resignation**”).

Mr. Liao also confirmed to the Company that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Liao for his contribution to the Group during his tenure of service with the Company.

Appointment of Independent Non-Executive Director and Change in Composition of the Board Committees

The Board is pleased to announce that with effect from 22 August 2024, Ms. Lai Pik Chi Peggy (“**Ms. Lai**”) has been appointed as an independent non-executive Director of the Company, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee (the “**Appointment**”). The biographical details of Ms. Lai are set out below:

Ms. Lai, aged 59, has over 30 years of auditing, accounting, financial management experience. She obtained a master degree of business administration from the University of Manchester in the United Kingdom in June 2010. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. She is currently an independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907), a company listed on the Main Board of the Stock Exchange, an independent non-executive director of Kwong Luen Engineering Holdings Limited (stock code: 1413), a company listed on the Main Board of the Stock Exchange, an independent non-executive director of KPa-BM Holdings Limited (stock code: 2663), a company listed on the Main Board of the Stock Exchange, an independent non-executive director of China Come Ride New Energy Group Limited (stock code: 8039), a company listed on GEM of the Stock Exchange. She was an independent non-executive director of CT Environmental Group Limited (previous stock code: 1363 prior of delisting from the Main Board of the Stock Exchange) from August 2020 to August 2021. She was a non-executive director of Larry Jewelry International Company

Limited (stock code: 8351, prior to delisting from GEM of the Stock Exchange) from February 2020 to November 2021. She was an executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366) from July 2021 to March 2024, for which she served as an independent non-executive director from November 2019 to July 2021.

Ms. Lai has entered into a service agreement (the “**Service Agreement**”) with the Company for a term of three years, which may be terminated by either party giving not less than three months’ written notice. The appointment of Ms. Lai is also subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Pursuant to the Service Agreement, Ms. Lai is entitled to receive an annual remuneration of approximately HK\$168,000, which is determined by the Board based on the recommendation of the Remuneration Committee after considering a range of factors including salaries paid by comparable companies, time commitment, duties and responsibilities of Ms. Lai, the Company’s performance and profitability and prevailing market benchmark. Her future remuneration will be subject to review by the Remuneration Committee from time to time pursuant to the power conferred on it by the Board.

As at the date of this announcement, save as disclosed above, Ms. Lai (i) does not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (having the meaning ascribed to them under the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange) of the Company; (iii) does not hold any position of the Company and other companies within the Group; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Lai has confirmed that (i) she has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules; (ii) she had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

As at the date of this announcement, save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company in relation to the aforesaid appointment of Ms. Lai.

The Board would like to express its warmest welcome to Ms. Lai on her appointment.

ADJOURNMENT OF AGM TO BE HELD ON 28 AUGUST 2024

Reference is made to the Company’s (i) circular (the “**Circular**”) in relation to, among other things, the annual general meeting (“**AGM**”); (ii) the notice of the AGM (the “**Notice**”); and (iii) the proxy form (the “**Proxy Form**”) for the AGM, all dated 26 July 2024.

As disclosed in the Notice, the AGM was originally scheduled to be held on 28 August 2024 at 11:00 a.m.

In view of the Resignation and Appointment, the information set out in the Circular and resolutions set out in the Notice and the Proxy Form shall be amended to reflect the relevant changes. As such, the Board has resolved that it was appropriate to (i) adjourn the AGM to a later date (the “**Adjourned AGM**”); and (ii) publish and/or despatch (a) a supplemental circular in relation to the re-election of Ms. Lai (the “**Supplemental Circular**”); and (b) a supplemental notice of the Adjourned AGM (the “**Supplemental Notice**”); and (c) a revised proxy form in relation to the Adjourned AGM (the “**Revised Proxy Form**”).

The Board is of the view that the adjournment of the AGM would allow sufficient time for the shareholders of the Company to consider and vote on the amended resolutions as a result of the Resignation and the Appointment. The (i) details of the Adjourned AGM; (ii) the updated arrangement for the closure of register of members of the Company in relation to the Adjourned AGM; (iii) the Supplemental Circular; (iv) the Supplemental Notice; and (v) the Revised Proxy Form will be published and/or despatched by the Company in due course.

By order of the Board
Wan Leader International Limited
Zhang Pangfei
Executive Director

Hong Kong, 22 August 2024

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Loy Hak Yu Thomas, Mr. Zhang Pangfei, Ms. Wu Yushan, Mr. Yan Ximao and Ms. Qu Tianyun; and three independent non-executive Directors, namely, Mr. Ho Yuk Ming Hugo, Mr. Chow Chi Wing and Ms. Lai Pik Chi Peggy.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at www.wanleader.com.