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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) POLL RESULTS OF THE POSTPONED ANNUAL GENERAL MEETING HELD ON 23 SEPTEMBER 2024; (II) RETIREMENT OF DIRECTORS; AND (III) NON-COMPLIANCE WITH THE GEM LISTING RULES

Reference is made to the circular (the “**Circular**”) incorporating notice (the “**Original Notice**”) of annual general meeting (the “**AGM**”) dated 28 June 2024 and the supplemental circular (the “**Supplemental Circular**”) incorporating notice (the “**Postponed AGM Notice**”) of postponed general meeting (the “**Postponed AGM**”) dated 30 August 2024 of Wan Leader International Limited (the “**Company**”). Unless otherwise defined herein, terms used herein shall have the same meaning as defined in the Original Notice and the Postponed AGM Notice.

(I) POLL RESULTS OF THE POSTPONED AGM

The Board is pleased to announce that, save for resolution numbered 5, all resolutions (the “**Resolutions**”) as set out in the Postponed AGM Notice were duly proposed at the Postponed AGM held on 23 September 2024.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed and acted as the scrutineer for the vote-taking at the Postponed AGM.

As at the date of the Postponed AGM, the total number of issued shares was 1,247,830,000 Shares which represented the total number of shares entitling the holders to attend and vote for or against the resolutions at the Postponed AGM. There were no Share entitling the holders to attend and abstain from voting in favour of the resolutions at the Postponed AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder was required under GEM Listing Rules to abstain from voting on the resolutions at the Postponed AGM. No parties had stated their intention in the Circular and the Supplemental Circular to vote against or to abstain from voting on any of the resolutions at the Postponed AGM.

The poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes and approximate percentage		Total number of votes
		For	Against	
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ Directors ”) and the auditor of the Company for the year ended 31 March 2024.	375,297,600 (100%)	0 (0%)	375,297,600
2.	To re-elect Mr. Zhang Pangfei as an executive Director of the Company.	118,397,600 (31.55%)	256,900,000 (68.45%)	375,297,600
3.	To re-elect Ms. Wu Yushan as an executive Director of the Company.	118,397,600 (31.55%)	256,900,000 (68.45%)	375,297,600
4.	To re-elect Ms. Qu Tianyun as an executive Director of the Company.	256,927,600 (68.46%)	118,370,000 (31.54%)	375,297,600
5.	To re-elect Mr. Liao Dongqiang as an independent non-executive director of the Company.			
5(A).	To re-elect Ms. Lai Pik Chi Peggy as an independent non-executive director of the Company.	27,600 (0.01%)	263,340,000 (99.99%)	263,367,600
6.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	375,297,600 (100.00%)	0 (0.00%)	375,297,600
7.	To re-appoint JH CPA Alliance Limited as the auditor of the Company and to authorise the directors of the Company to fix its remuneration.	375,297,600 (100.00%)	0 (0.00%)	375,297,600
8(A).	To grant a general and unconditional mandate to the directors to exercise all powers of the Company to issue, allot and deal with additional shares of the Company, not exceeding 20% of the total number of issued shares of the Company.	375,297,600 (100.00%)	0 (0.00%)	375,297,600
8(B).	To grant a general and unconditional mandate to the directors of the Company to exercise all powers of the Company to repurchase shares of the Company, not exceeding 10% of the total number of issued shares of the Company.	375,297,600 (100.00%)	0 (0.00%)	375,297,600
8(C).	To extend the mandate granted under resolution 8(A) by including nominal amount of the shares repurchased by the Company pursuant to resolution 8(B).	375,297,600 (100.00%)	0 (0.00%)	375,297,600

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1, 4, 6, 7 and 8(A) to 8(C) above, these resolutions were duly passed by the Shareholders as ordinary resolutions.

The full text of the Resolutions is set out in the Original Notice and the Postponed AGM Notice.

Mr. Loy Hak Yu Thomas, Mr. Ho Yuk Ming Hugo and Ms. Lai Pik Chi Peggy, the Directors, attended the Postponed AGM in person. Mr. Zhang Pangfei, Ms. Wu Yushan, Mr. Yan Ximao and Mr. Chow Chi Wing, the Directors, attended the Postponed AGM by way of electronic means. Ms. Qu Tianyun, the Director was unable to attend the Postponed AGM due to other business engagement.

(II) RETIREMENT OF DIRECTORS

As the resolutions numbered 2 and 3 were not passed by the Shareholders at the Postponed AGM, Mr. Zhang Pangfei (“**Mr. Zhang**”) and Ms. Wu Yushan (“**Ms. Wu**”) retired as executive Director respectively with effect from the conclusion of the Postponed AGM. As the resolution numbered 5(A) was not passed by the Shareholders at the Postponed AGM, Ms. Lai Pik Chi Peggy (“**Ms. Lai**”) retired as independent non-executive Director with effect from the conclusion of the Postponed AGM. Ms. Lai ceased to be the chairman of remuneration committee and members of audit committee and nomination committee of the Company with effect from the conclusion of the Postponed AGM. The Company has not received any disagreement with the Board from Mr. Zhang, Ms. Wu and Ms. Lai and the Board is not aware of any matters relating to her retirement which needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its appreciation to Mr. Zhang, Ms. Wu and Ms. Lai for their valuable contribution to the Company during their tenure of service.

(III) NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the retirement of Ms. Lai as independent non-executive Director and member of each of audit committee, remuneration committee and nomination committee of the Company, the Company fails to meet the following requirements: (i) the requirement under Rule 5.05(1) of the GEM Listing Rules that the board must include at least three independent non-executive directors; (ii) the requirement under Rule 5.28 of the GEM Listing Rules and the terms of reference of the audit committee of the Company that the audit committee must comprise a minimum of three members; (iii) the requirement under Rule 5.34 of the GEM Listing Rules that the remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors; (iv) the requirement that the remuneration committee shall comprise a minimum of three members pursuant to the terms of reference of the remuneration committee of the Company; (v) the requirement under Rule 5.36A of the GEM Listing Rules that the nomination committee must comprise a majority of independent non-executive directors and

(vi) the requirement that the nomination committee shall comprise a minimum of three members under the terms of reference of the nomination committee of the Company. In order to comply with the GEM Listing Rules and the terms of reference of the audit committee, the remuneration committee and the nomination committee of the Company, the Board is in the process of identifying suitable candidate(s) to fill the vacancies as soon as practicable and, in any event, within three months from 23 September 2024 in accordance with the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

On behalf of the Board
Wan Leader International Limited
Loy Hak Yu Thomas
Chairman and Executive Director

Hong Kong, 23 September 2024

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

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.