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BONNY INTERNATIONAL HOLDING LIMITED

博尼国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1906)

**(1) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG;
(2) CHANGE OF COMPANY SECRETARY, AUTHORISED
REPRESENTATIVE AND PROCESS AGENT; AND
(3) WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND
8.17 OF THE LISTING RULES**

The Board hereby announces that the following changes have taken effect on 30 June 2022:

1. Change of the Company's principal place of business in Hong Kong to 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong;
2. Resignation of Mr. Wong as the Company Secretary, the Authorised Representative under the Listing Rules and the Process Agent under the Companies Ordinance;
3. Resignation of Mr. Jin as the Authorised Representative under the Listing Rules; and
4. Appointment of Mr. Ip and Mr. Zhao as the joint Company Secretaries and Authorised Representatives under the Listing Rules and appointment of Mr. Ip as the Process Agent under the Companies Ordinance.

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The board (the “**Board**”) of directors (the “**Director(s)**”) of Bonny International Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that the Company's principal place of business in Hong Kong has been changed to 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong with effect from 30 June 2022.

CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board announces that Mr. Wong Wai Chiu (“**Mr. Wong**”) has tendered his resignation as the Company’s company secretary (the “**Company Secretary**”), an authorised representative (the “**Authorised Representative(s)**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the authorised representative for the service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) with effect from 30 June 2022.

Mr. Wong has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

Mr. Jin Guojun (“**Mr. Jin**”) has also tendered his resignation as the Authorised Representative under the Listing Rules with effect from 30 June 2022.

Following the resignations of Mr. Wong and Mr. Jin, the Board announces that, with effect from 30 June 2022:

- (1) Mr. Ip Tak Wai (“**Mr. Ip**”) and Mr. Zhao Hui (“**Mr. Zhao**”) have been appointed as the joint Company Secretaries and Authorised Representatives; and
- (2) Mr. Ip has been appointed as the Process Agent.

The biographical details and other information of Mr. Ip are set out below:

Mr. Ip is currently a director of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Mr. Ip has over 17 years of experience in corporate governance, compliance and share registration profession. He has been providing corporate secretarial and compliance services, share registration and IPO services to Hong Kong listed companies as well as multinational, private and offshore companies. Mr. Ip is a Chartered Secretary, a Chartered Governance Professional and a fellow of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute in the United Kingdom. Mr. Ip obtained a bachelor’s degree in Integrated Business Administration from The Chinese University of Hong Kong and a master’s degree in Professional Accounting and Corporate Governance from City University of Hong Kong.

The biographical details and other information of Mr. Zhao are set out below:

Mr. Zhao, aged 52, was appointed as a Director on 19 July 2017 and was re-designated as an executive Director on 19 September 2018. He joined the Group on 26 December 2007. He is the chief financial officer of Zhejiang Bonny Fashion Holding Group Co., Ltd. (“**Zhejiang Bonny**”) and has been the secretary to the board and deputy general manager of Zhejiang Bonny since November 2013. He is primarily responsible for overseeing the Group’s financial strategies and management and internal compliance.

Mr. Zhao has over 30 years of experience in accounting and management in the textiles and clothing industry. Prior to joining the Group, from July 1990 to May 2003, he worked at Ezhou General Textiles Mill* (鄂州市針織總廠), which principally engages in the production and sale of socks, and at which he was primarily responsible for calculating wages and financial reporting of the company. From June 2003 to December 2007, Mr. Zhao served as the chief financial officer and deputy general manager of Zhejiang Hengxiang Cotton Textile Limited* (浙江恒祥棉紡織造有限公司), a company engages in the production and sale of cotton yarn, and at which he was primarily responsible for the financial management of the company. Mr. Zhao graduated from Wuhan University of Technology (武漢理工大學) in China majoring in accounting through distance learning, in July 2013.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Zhao currently does not possess the relevant qualifications of a company secretary as required under Rule 3.28 of the Listing Rules. However, given (i) Mr. Zhao’s thorough understanding of the corporate governance matters of the Group; and (ii) the core businesses and operations of the Group being substantially based and conducted in Mainland China, the Company believes that it is necessary to appoint Mr. Zhao as the Company Secretary whose presence in the headquarters of the Group will enable him to attend to the day-to-day corporate secretarial matters and communicate with various divisions within the Group.

In light of the above, the Company has applied for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) with respect to the appointment of Mr. Zhao as the joint Company Secretary for a period of three (3) years commencing from the date of his appointment (the “**Waiver Period**”) on the following conditions:

- (1) Mr. Zhao must be assisted by Mr. Ip in discharging his duties as the joint Company Secretary throughout the Waiver Period;
- (2) the Waiver can be revoked if there are material breaches of the Listing Rules by the Company; and
- (3) the Company should announce the reasons, details and conditions of the Waiver, and the qualification and experience of both Mr. Zhao and Mr. Ip.

The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

Before the end of the Waiver Period, the Company must demonstrate and seek the confirmation of the Stock Exchange that Mr. Zhao, having had the benefit of Mr. Ip’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to express its gratitude to Mr. Wong for his past contribution to the Company during his tenure of service with the Company and would like to welcome Mr. Zhao and Mr. Ip on their appointments.

By order of the Board
Bonny International Holding Limited
Jin Guojun
Chairman and Executive Director

Hong Kong, 30 June 2022

As at the date of this announcement, the Board comprises Mr. Jin Guojun and Mr. Zhao Hui as executive Directors; Ms. Gong Lijin and Ms. Huang Jingyi as non-executive Directors; and Mr. Chan Yin Tsung, Mr. Chow Chi Hang Tony and Dr. Wei Zhongzhe as independent non-executive Directors.

* *For identification purpose only*