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CHINA ALL NATION INTERNATIONAL HOLDINGS GROUP LIMITED
中國全民國際控股集團有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8170)

**CHANGE OF DIRECTORS AND
COMPOSITION OF BOARD COMMITTEES**

The Board wishes to announce that with effect from 28 December 2022:

- Ms. Xiao has tendered her resignation as an executive Director;
- Mr. Su has been appointed as a non-executive Director;
- Mr. Yu has tendered his resignation as an independent non-executive Director and ceased to be a member of each of the Audit Committee and the Nomination Committee;
- Ms. Guo has tendered her resignation as an independent non-executive Director and ceased to be the chairperson of each of the Remuneration Committee and the Legal Compliance Committee, and a member of each of the Audit Committee and the Nomination Committee;
- Mr. Bat-Ochir has been appointed as an independent non-executive Director and a member of each of the Audit Committee and the Nomination Committee;
- Mr. Jiang has been appointed as an independent non-executive Director, the chairperson of the Remuneration Committee, and a member of each of the Audit Committee, the Nomination Committee and the Legal Compliance Committee; and
- Mr. Au has been appointed as the chairperson of the Legal Compliance Committee.

(1) RESIGNATION OF AN EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of China All Nation International Holdings Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) announces that with effect from 28 December 2022, Ms. Xiao Yi Liao Ge (“**Ms. Xiao**”) has tendered her resignation as an executive Director as she would like to devote more time on her personal and other commitments. Ms. Xiao has confirmed that she does not have any disagreement with the Board and there is no matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

(2) APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Su Baocheng (“**Mr. Su**”) has been appointed as a non-executive Director with effect from 28 December 2022. The biographical details of Mr. Su are set out below:

Mr. Su, aged 28, obtained a bachelor’s degree in energy and power engineering from Lanzhou University of Technology in June 2017. After graduation from university in 2017, he worked in the construction and engineering industries in United States for about 3 years. From July 2019 to February 2021, he joined Victoria Harbour Venues Pty Ltd and mainly served as its director of the company. In February 2021, he joined Pacific International Property Management, LLC and serving as director of the company.

A non-executive director service agreement for a term of 3 years was entered into between Mr. Su and the Company on 28 December 2022. His appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director’s fee of Mr. Su is HK\$120,000 per annum which was determined by the Board taking into account his experience, duties and responsibilities and with reference to the prevailing market rate of companies of comparable size and similar operations.

As at the date of this announcement, Mr. Su (i) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of the Stock Exchange) of the Company; (ii) does not hold any other position in the Company or any of its subsidiaries; (iii) has not held any other major appointments and qualifications or directorship in any other listed companies in Hong Kong or overseas in the last three years; and (iv) does not have any interest or short position in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Su that needs to be brought to the attention of the Shareholders, nor is there any other information which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to(v) of the GEM Listing Rules.

(3) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that with effect from 28 December 2022, Mr. Yu Hua Chang (“**Mr. Yu**”) and Ms. Guo Liying (“**Ms. Guo**”) have resigned as independent non-executive Directors as they would like to devote more time on their personal and other commitments. Mr. Yu and Ms. Guo have confirmed that they do not have any disagreement with the Board and there is no matter in relation to their resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

(4) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Bat-Ochir Purevdemberel (“**Mr. Bat-Ochir**”) and Mr. Jiang Taotao (“**Mr. Jiang**”) have been appointed as independent non-executive Directors with effect from 28 December 2022. The biographical details of Mr. Bat-Ochir and Mr. Jiang are set out below:

Mr. Bat-Ochir

Mr. Bat-Ochir, aged 30, obtained a bachelor’s degree of petroleum engineering from China University of Petroleum – Beijing. He has about 8 years of management experience in the construction sectors. He joined Junson Construction LLC (“**Junson**”) in 2014 and has since been concurrently serving as chief executive officer and owner of the Junson group.

An independent non-executive director service agreement for a term of 3 years was entered into between Mr. Bat-Ochir and the Company on 28 December 2022. His appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director’s fee of Mr. Bat-Ochir is HK\$120,000 per annum which was determined by the Board taking into account his experience, duties and responsibilities and with reference to the prevailing market rate of companies of comparable size and similar operations.

As at the date of this announcement, Mr. Bat-Ochir (i) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; (ii) does not hold any other position in the Company or any of its subsidiaries; (iii) has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years; and (iv) does not have any interest or short position in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Bat-Ochir has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Bat-Ochir that needs to be brought to the attention of the Shareholders, nor is there any other information which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to(v) of the GEM Listing Rules.

Mr. Jiang

Mr. Jiang, aged 26, obtained a college degree in Computer Information Management from Zhejiang Normal University in June 2017 and a bachelor's degree in Computer Science and Technology from Northeastern University in June 2019. After graduation from university, he worked in the e-commerce industries in the PRC for about 5 years. From July 2017 to July 2021, he joined Haoli Technology Co., Ltd.* (好利科技有限公司) and was mainly responsible for marketing and data analysis. In July 2021, he joined Yaozhou Clothing Co., Ltd.* (耀州服飾有限公司) and mainly served as an operating team leader for strategic management and data analysis and monitoring.

An independent non-executive director service agreement for a term of 3 years was entered into between Mr. Jiang and the Company on 28 December 2022. His appointment is subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director's fee of Mr. Jiang is HK\$120,000 per annum which was determined by the Board taking into account his experience, duties and responsibilities and with reference to the prevailing market rate of companies of comparable size and similar operations.

As at the date of this announcement, Mr. Jiang (i) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; (ii) does not hold any other position in the Company or any of its subsidiaries; (iii) has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years; and (iv) does not have any interest or short position in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Jiang has confirmed that he has met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Jiang that needs to be brought to the attention of the Shareholders, nor is there any other information which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to(v) of the GEM Listing Rules.

(5) CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board hereby announces that following the abovementioned change of Directors with effect from 28 December 2022:

- (i) Mr. Yu has ceased to be a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company;
- (ii) Ms. Guo has ceased to be the chairperson of each of the remuneration committee (the “**Remuneration Committee**”) and the legal compliance committee (the “**Legal Compliance Committee**”) of the Company, and a member of each of the Audit Committee and the Nomination Committee;
- (iii) Mr. Bat-Ochir has been appointed as a member of each of the Audit Committee and the Nomination Committee;
- (iv) Mr. Jiang has been appointed as the chairperson of the Remuneration Committee, and a member of each of the Audit Committee, the Nomination Committee and the Legal Compliance Committee; and
- (v) Mr. Au Siu Chung (“**Mr. Au**”), currently a member of the Legal Compliance Committee, has been appointed as the chairperson of the Legal Compliance Committee.

The Board would like to express its appreciation to Ms. Xiao, Mr. Yu and Ms. Guo for their contribution to the Group during their tenure of service and extend its warm welcome to Mr. Su, Mr. Bat-Ochir and Mr. Jiang for joining the Company, and to Mr. Au on his new appointment.

* *English translations of official Chinese names are for identification purpose only*

By order of the Board
China All Nation International Holdings Group Limited
Lin Ye
Chairman

Hong Kong, 28 December 2022

As at the date of this announcement, the executive Directors are Mr. Lin Ye and Mr. Au Siu Chung; the non-executive Director is Mr. Su Baocheng; and the independent non-executive Directors are Ms. Kwong Ka Ki, Mr. Bat-Ochir Purevdemberel and Mr. Jiang Taotao.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.allnationinternational.com.