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ALL NATION INTERNATIONAL GROUP LIMITED

全民國際集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8170)

RESUMPTION GUIDANCE

AND

CONTINUED SUSPENSION OF TRADING

This announcement is made by All Nation International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 3 March 2023 in relation to, among others, the delay in publication of interim results and interim report for the six months ended 31 January 2023 (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

RESUMPTION GUIDANCE

On 3 April 2023, the Company received a letter from the Stock Exchange setting out the following guidance for the resumption of trading in the shares of the Company (the “**Resumption Guidance**”):

- (a) publish all outstanding financial results required under the GEM Listing Rules and address any audit modifications;
- (b) conduct an appropriate independent forensic investigation into the Suspected Misappropriation, announce the findings of the investigation and take appropriate remedial actions;
- (c) demonstrate that there is no reasonable regulatory concern about management integrity and/or the integrity of any persons which have substantial influence over the Company’s management and operations, which may pose a risk to investors and damage market confidence;

- (d) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet the obligations under the GEM Listing Rules;
- (e) demonstrate the Company's compliance with Rule 17.26 of the GEM Listing Rules; and
- (f) inform the market of all material information for the Company's shareholders and other investors to appraise the Company's position.

The Company must meet all resumption guidance, remedy the issues causing its trading suspension and fully comply with the GEM Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has primary responsibility to devise its action plan for resumption. The Stock Exchange may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 9.14A(1) of the GEM Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 12 months. In the case of the Company, the 12 month period expires on 2 March 2024. If the Company fails to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the GEM Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 2 March 2024, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rule 9.15 of the GEM Listing Rules, the Exchange also has the right to impose a shorter specific remedial period, where appropriate.

While trading is suspended, the Company is also reminded of its obligations under the GEM Listing Rules including, but not limited to, the following:

- (a) keep the duration of any trading suspension to the shortest possible period as required under Rule 9.09 of the GEM Listing Rules;
- (b) comply with its continuing obligations under the GEM Listing Rules at all times, for example, those applying to notifiable and/or connected transactions under Chapters 19 and 20 of the GEM Listing Rules and publication of periodic financial results and reports and, if they are not available, management accounts under Chapter 18 of the GEM Listing Rules;
- (c) announce inside information required to be disclosed under Part XIVA of the Securities and Futures Ordinance; and

- (d) announce quarterly updates on its developments under Rule 17.26A of the GEM Listing Rules including, among other relevant matters:
- (i) its business operations;
 - (ii) its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the GEM Listing Rules and resume trading. The resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the plan with a view that the resumption guidance can be fulfilled and trading can resume as soon as practicable and, in any event before the 12-month period expires;
 - (iii) the progress of implementing its resumption plan and satisfying the resumption guidance; and
 - (iv) details of any material change to the resumption plan and, in the case of delay, the reasons for and impact of such delay.

Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules to keep its shareholders and potential investors informed of the latest progress in complying with the Resumption Guidance. The Company shall announce its first quarterly update by 2 June 2023 and further quarterly update thereafter every three (3) months until resumption or cancellation of listing (whichever is earlier).

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on GEM of the Stock Exchange has been suspended with effect from 9:00 a.m. on Friday, 3 March 2023 and will continue to be suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
All Nation International Group Limited
Au Siu Chung
Executive Director

Hong Kong, 6 April 2023

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.