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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 ANNUAL GENERAL MEETING HELD ON 28 AUGUST 2023; AND (II) ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board is pleased to announce that at the AGM held on 28 August 2023, all of the proposed resolutions as set out in the AGM Notice dated 28 July 2023 were duly passed by way of poll as ordinary resolutions and special resolution of the Company.

(I) POLL RESULTS OF THE AGM

Reference is made to the circular (“**Circular**”) of Wan Leader International Limited (“**Company**”) dated 28 July 2023. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the AGM held on 28 August 2023, all of the proposed resolutions as set out in the AGM Notice dated 28 July 2023 were duly passed by way of poll as ordinary resolutions and special resolution of the Company.

As at the date of the AGM, there were a total of 1,102,830,000 Shares in issue. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge, information and belief, no Shareholder was required to abstain from voting on the resolutions proposed at the AGM. As such, there were a total of 1,102,830,000 Shares, representing 100% of the issued share capital of the Company as at the date of the AGM, entitling Shareholders to attend and vote on the resolutions proposed at the AGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the resolutions proposed at the AGM according to Rule 17.47A of the GEM Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against the resolutions proposed or to abstain from voting at the AGM.

All Directors, namely Mr. Loy Hak Yu Thomas, Mr. Zhang Pangfei, Ms. Wu Yushan, Mr. Yan Ximao, Mr. Ho Yuk Ming Hugo, Mr. Chow Chi Wing, Mr. Liao Dougqiang and Ms. Qu Tianyun attended the AGM either in person or by electronic means.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed and acted as the scrutineer for the vote-taking at the AGM.

The poll results in respect of all the proposed resolutions put to the vote of the AGM are set out as follows:

Ordinary resolutions		Number of votes and approximate percentage	
		For	Against
1.	To receive and approve the audited consolidated Financial Statements of the Company and the Reports of the Directors and Auditor for the year ended 31 March 2023 thereon.	244,947,100 (100%)	0 (0%)
2.	To re-elect Mr. Loy Hak Yu Thomas as an executive director of the Company.	244,947,100 (100%)	0 (0%)
3.	To re-elect Mr. Yan Ximao as an executive director of the Company.	244,947,100 (100%)	0 (0%)
4.	To re-elect Mr. Chow Chi Wing as an independent non-executive director of the Company.	244,947,100 (100%)	0 (0%)
5.	To re-elect Ms. Qu Tianyun as an independent non-executive director of the Company.	244,947,100 (100%)	0 (0%)
6.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	244,947,100 (100%)	0 (0%)
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.	244,947,100 (100%)	0 (0%)
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.	244,947,100 (100%)	0 (0%)
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.	244,947,100 (100%)	0 (0%)
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).	244,947,100 (100%)	0 (0%)

SPECIAL RESOLUTION		Number of votes and approximate percentage	
		For	Against
9.	To consider and approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company.	244,947,100 (100%)	0 (0%)

Notes:

1. The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorised corporate representative or by proxy.
2. The description of the proposed resolutions above is by way of summary only. The full text of the proposed resolutions was set out in the AGM Notice dated 28 July 2023.

As more than 50% of the votes were cast in favour of resolutions numbered 1 to 7 and 8(A) to 8(C), all such resolutions were duly passed by the Shareholders as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of resolution numbered 9, such resolution was duly passed by the Shareholders as special resolution of the Company.

(II) ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The adoption of the Second Amended and Restated Memorandum and Articles of Association has been approved by the Shareholders by way of a special resolution at the AGM. The full text of the Second Amended and Restated Memorandum and Articles of Association will be published on the websites of the Company and the Stock Exchange.

On behalf of the Board
Wan Leader International Limited
Zhang Pangfei
Executive Director

Hong Kong, 28 August 2023

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

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.