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ALL NATION INTERNATIONAL GROUP LIMITED

全民國際集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8170)

CHANGE OF DIRECTORS AUTHORISED REPRESENTATIVE COMPLIANCE OFFICER AND COMPOSITION OF THE REMUNERATION COMMITTEE AND THE LEGAL COMPLIANCE COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”) of All Nation International Group Limited (the “**Company**”) announces that (i) Mr. Au Siu Chung (“**Mr. Au**”), an executive Director, has tendered his resignation as the executive Director with effect from 13 December 2023 so as to allow him to devote more time for his personal commitments; and (ii) Ms. Sun Ho Ting (“**Ms. Sun**”), an independent non-executive Director, has tendered her resignation as the independent non-executive Director with effect from 13 December 2023 so as to allow her to devote more time for her personal commitments.

Following the resignation of Mr. Au, he also ceased to be the authorised representative and compliance officer of the Company, a member of the remuneration committee of the Board and the chairperson of the legal compliance committee of the Board with effect from 13 December 2023.

Following the resignation of Ms. Sun, she also ceased to be the chairperson of the audit committee of the Board with effect from 13 December 2023.

Mr. Au and Ms. Sun confirmed that they have no disagreement with the Board and there is no matter relating to their resignations that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to both Mr. Au and Ms. Sun for their valuable contribution to the Company during their term of services respectively.

The Board is also pleased to announce that that Mr. Fan Jingyao (“**Mr. Fan**”) has been appointed as an executive Director, the authorised representative and compliance officer of the Company, a member of the remuneration committee of the Board and the chairperson of the legal compliance committee of the Board with effect from 13 December 2023.

Set out below are the biographical details of Mr. Fan:

Mr. Fan, aged 50, obtained a master of business administration degree from Westcliff University in 2021. From 2005 to 2013, he worked as the general manager of 煙臺天海豪景船務有限公司 (for transliteration purpose only, Yantai Tianhai Haojing Shipping Co., Ltd.). From 2013 to 2019, he served as the vice chairman of 壽光龍港液體化工碼頭有限公司 (for transliteration purpose only, Shouguang Longgang Liquid Chemical Terminal Co., Ltd.). From 2019 till present, he has been working at American Wan Shipping Llc. with his current position as the president of the company.

Mr. Fan, entered into a director’s service agreement with the Company for a term of three years commencing on 13 December 2023 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The director’s fee of Mr. Fan is HK\$600,000 per annum, which is determined with reference to his responsibilities, qualification, the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, Mr. Fan does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this announcement, Mr. Fan does not have any relationship with other Directors, senior management, substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“**GEM Listing Rules**”)) of the Company and he has no interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other matters in relation to the above appointment that need to be brought to the attention of the Shareholders or are required to be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules.

The Company would like to take this opportunity to welcome Mr. Fan for joining the Board.

NON-COMPLIANCE WITH THE GEM LISTING RULES

The Board further announces that following the resignation of Ms. Sun, the Company has two independent non-executive Directors only. The number and composition of independent non-executive directors fail to meet the requirements under (i) Rule 5.05(1) of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of the Stock Exchange which requires the board of directors of an issuer must include at least 3 independent non-executive directors; (ii) Rule 5.05A of the GEM Listing Rules which requires an issuer must appoint independent non-executive directors representing at least one-third of the Board; and (iii) Rule 5.28 of the GEM Listing Rules which requires the audit committee to comprise a minimum of three members and at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required in Rule 5.05(2).

In view of the above, the Board will use its best endeavors to identify suitable candidate to fill the vacancy as soon as practicable and in any event within three months from 13 December 2023 in order to ensure compliance by the Company with the requirements under the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate upon the appointment of the new Director(s).

CONTINUED SUSPENSION OF TRADING

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

By Order of the Board
All Nation International Group Limited
Su Baocheng
Chairman

Hong Kong, 13 December 2023

As at the date of this announcement, the executive Directors are Mr. Su Baocheng (Chairman), Mr. Bat-Ochir Purevdemberel, Mr. Jiang Taotao, Mr. Si Man, Mr. Si Chong Su and Mr. Fan Jingyao; and the independent non-executive Directors are Mr. Huang Yu and Mr. Gu Zheng.

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.