
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional advisers.

If you have sold or transferred all your shares in Guoan International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Guoan International Limited has a primary listing on The Stock Exchange of Hong Kong Limited and a secondary listing on Singapore Exchange Securities Trading Limited. Shareholders should take note that as The Stock Exchange of Hong Kong Limited is the principal stock exchange on which the Shares are listed, and Singapore Exchange Securities Trading Limited is the secondary stock exchange on which the Shares are listed, the Company is not required to observe the continuing listing requirements of Singapore Exchange Securities Trading Limited, provided that (i) it undertakes to release information to Singapore Exchange Securities Trading Limited and the shareholders in Singapore at the same time as such information is required to be released to The Stock Exchange of Hong Kong Limited and the shareholders in Hong Kong; (ii) it informs Singapore Exchange Securities Trading Limited of any issue of additional securities in a class already listed on Singapore Exchange Securities Trading Limited and the decision of The Stock Exchange of Hong Kong Limited; and (iii) it complies with such other listing rules as may be applied by Singapore Exchange Securities Trading Limited from time to time.

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Guoan International Limited

國安國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 143)

PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the Extraordinary General Meeting to be held at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Friday, 17 December 2021 at 11:00 a.m. is set out on pages 6 to 7 of this circular. Whether or not you intend to attend the Extraordinary General Meeting, you are advised to complete and sign the form of proxy attached to the notice of the Extraordinary General Meeting in accordance with the instructions printed thereon and return the same to (i) the Company's head office and principal place of business in Hong Kong at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong if you are Shareholders in Hong Kong; or (ii) the office of the Company's share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 if you are Shareholders in Singapore, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof, should you so wish.

29 November 2021

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company (as amended and restated from time to time)
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CDP”	The Central Depository (Pte) Limited
“Company”	Guoan International Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which have a primary listing on the Main Board of the Stock Exchange and a secondary listing on SGX-ST
“Depositor”	as defined in Section 130A of the Companies Act, Chapter 50 of Singapore
“Director(s)”	director(s) of the Company
“Elite Partners”	Elite Partners CPA Limited, the new auditors proposed to be appointed by the Company subject to approval by the Shareholders at the Extraordinary General Meeting
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Friday, 17 December 2021 at 11:00 a.m. or any adjournment thereof
“Group”	the Company together with its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	22 November 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Securities Account”	a securities account maintained by a Depositor with CDP but does not include a securities sub-account
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Singapore Shareholder(s)”	Shareholder(s) whose name(s) appear on the principal register of members of the Company except that where the Shareholder is CDP, this term shall, in relation to such Share(s) and where the context admits, mean the Depositor(s) whose Securities Account(s) are credited with the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

In case of inconsistency, the English text of this circular, the accompanying notice of the Extraordinary General Meeting and form of proxy shall prevail over the Chinese text.

LETTER FROM THE BOARD

Guoan International Limited

國安國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 143)

Executive Director

Mr. LIU Deng (*Chairman*)

Non-executive Directors

Ms. BAI Wei

Mr. WEI Wen Jun

Mr. ZHOU Deng Yue

Mr. TSUI Tan Ning

Independent non-executive Directors

Mr. CHEUNG Wai Man Raymond

Mr. NGAN Yu Loong

Mr. TSE Tsun Ling Febus

Registered office:

P.O. Box 309

Ugland House

George Town

Grand Cayman KY1-1104

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

15th Floor of Tower II

Admiralty Centre

No. 18 Harcourt Road

Hong Kong

29 November 2021

To the Shareholders:

Dear Sir or Madam,

PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with details regarding, inter alia, the proposed appointment of Elite Partners as the new auditors of the Company. Such proposal will be dealt with at the Extraordinary General Meeting.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITORS

Reference is made to the announcements of the Company dated 27 August 2021, 1 September 2021, 29 October 2021 and 22 November 2021 in relation to, inter alia, the retirement of auditors of the Company and the proposed appointment of auditors of the Company.

With the recommendation of the Audit Committee, the Board has resolved to propose the appointment of Elite Partners as the new auditors of the Company to fill the vacancy following the retirement of auditors on 27 August 2021 and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval by the Shareholders at the Extraordinary General Meeting.

The Board and the Audit Committee have confirmed that they are not aware of any other matters in respect of the proposed appointment of Elite Partners as the new auditors of the Company that need to be brought to the attention of the Shareholders.

EXTRAORDINARY GENERAL MEETING

The notice of the Extraordinary General Meeting is set out on pages 6 to 7 of this circular. At the Extraordinary General Meeting, an ordinary resolution will be proposed to approve, among other things, the proposed appointment of Elite Partners as the new auditors of the Company. As at the Latest Practicable Date, to the extent that the Directors are aware and having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution to approve, among other things, the proposed appointment of Elite Partners as the new auditors of the Company at the Extraordinary General Meeting.

The form of proxy for the Extraordinary General Meeting is enclosed herewith. Whether or not you are able to attend the Extraordinary General Meeting, you should complete, sign and return the form of proxy to (i) the Company's head office and principal place of business in Hong Kong at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong if you are Shareholders in Hong Kong; or (ii) the office of the Company's share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 if you are Shareholders in Singapore, in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof, should you so wish.

In order to be eligible to attend and vote at the Extraordinary General Meeting, all unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and the transfer office of the Company, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 December 2021.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles, all votes at the Extraordinary General Meeting will be taken by poll except for purely procedural or administrative matters. Accordingly, the proposed resolution will be put to vote by way of poll at the Extraordinary General Meeting. The Company will thereafter announce the results of the poll in the manner set out in Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the proposed appointment of Elite Partners as the new auditors of the Company is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the Extraordinary General Meeting in respect thereof.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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: (i) the information contained in this circular 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 circular misleading.

Yours faithfully,
For and on behalf of the Board of
Guoan International Limited
LIU Deng
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

Guoan International Limited

國安國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 143)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Guoan International Limited (the “**Company**”) will be held at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Friday, 17 December 2021 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

1. “**THAT** Elite Partners CPA Limited be and is hereby appointed as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board

Guoan International Limited

LIU Deng

Chairman

Hong Kong, 29 November 2021

Notes:

- (1) The Hong Kong branch register of members will be closed from Tuesday, 14 December 2021 to Friday, 17 December 2021, both days inclusive, during which period no transfer of shares will be registered. The shareholders of the Company (the “**Shareholder**”) in Hong Kong who are entitled to vote at the Extraordinary General Meeting are those whose names appear as Shareholders on the branch register of members of the Company as at Tuesday, 14 December 2021. In order to be eligible to attend and vote at the Extraordinary General Meeting, all unregistered holders of the shares of the Company in Hong Kong must lodge all transfer documents accompanied by the relevant share certificates with the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 13 December 2021.
- (2) Any Shareholder entitled to attend and vote at the Extraordinary General Meeting shall be entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (3) To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with (i) the Company's head office and principal place of business in Hong Kong at 15th Floor of Tower II, Admiralty Centre, No. 18 Harcourt Road, Hong Kong if you are Shareholders in Hong Kong; or (ii) the office of the Company's share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 if you are Shareholders in Singapore, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof (as the case may be).
- (4) Completion and return of the form of proxy will not preclude members from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should they so wish, and in such event, the form of proxy shall be deemed to have been revoked.

PRECAUTIONARY MEASURES AT THE EXTRAORDINARY GENERAL MEETING

In light of the recent developments of the COVID-19 pandemic, the Company strongly recommends the Shareholders to appoint the chairman of the Extraordinary General Meeting as their proxy to vote on the resolution(s) as they have indicated in their forms of proxy on their behalf, instead of attending the Extraordinary General Meeting in person. The forms of proxy have been despatched to the Shareholders and may also be downloaded from the website of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") at www.hkexnews.hk.

Taking into consideration the guidelines issued by the Government of the Hong Kong Special Administrative Region and the Joint Statement dated 1 April 2020 made by The Securities and Futures Commission and the Stock Exchange in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation, the Company will implement the following preventive measures at the Extraordinary General Meeting to protect attending Shareholders from the risk of infection:

- Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue.
- Every Shareholder or proxy is required to wear surgical face mask throughout the Extraordinary General Meeting.
- No refreshments will be served.

Any person who does not comply with the above precautionary measures may be denied entry into the Extraordinary General Meeting venue.

As at the date of this notice, the board comprises 8 directors, of which 1 is an executive director, namely Mr. LIU Deng, 4 are non-executive directors, namely Ms. BAI Wei, Mr. WEI Wen Jun, Mr. ZHOU Deng Yue and Mr. TSUI Tan Ning, and 3 are independent non-executive directors, namely Mr. CHEUNG Wai Man Raymond, Mr. NGAN Yu Loong and Mr. TSE Tsun Ling Febus.