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Helens International Holdings Company Limited

海倫司國際控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 9869)

RETIREMENT OF DIRECTORS AND ELECTION OF EXECUTIVE DIRECTORS

The Board announces that:

- (i) each of Mr. Zhang Bo and Mr. Zhao Jun will retire as executive Director and has decided not to seek for re-election at the AGM due to his decision to devote more time to his personal endeavours; and
- (ii) each of Ms. Cai Wenjun and Ms. Yu Zhen will be elected as an executive Director at the AGM.

Reference is made to the circular of Helens International Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated April 26, 2022 in relation to the proposed election of directors of the Company (the “**Director(s)**”). The board of the Company (the “**Board**”) announces that:

- (i) each of Mr. Zhang Bo (“**Mr. Zhang**”) and Mr. Zhao Jun (“**Mr. Zhao**”) will retire as executive Director and has decided not to seek for re-election at the forthcoming annual general meeting (the “**AGM**”) of the Company to be held on June 17, 2022. Each of Mr. Zhang and Mr. Zhao would like to devote more time to his personal endeavours. Thus, it is confirmed that Mr. Zhang and Mr. Zhao will not offer themselves for re-election at the AGM and will retire upon conclusion of the AGM; and
- (ii) each of Ms. Cai Wenjun (“**Ms. Cai**”) and Ms. Yu Zhen (“**Ms. Yu**”) will be elected as an executive Director at the AGM.

Each of Mr. Zhang and Mr. Zhao has confirmed that he has no disagreement with the Board or the Company and there is no other matter relating to his retirement as executive Director that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Pursuant to the resolution passed by the Board on April 26, 2022, the Board had nominated Ms. Cai and Ms. Yu as executive Directors for election by shareholders of the Company at the AGM. Below is the biographical information of Ms. Cai and Ms. Yu:

(1) Ms. Cai Wenjun

Ms. Cai Wenjun (蔡文君), aged 33, is the deputy director of operations of the Company, responsible for supervising operation standardisation, operation supervision system, food safety management, etc. Ms. Cai joined our Group in April 2018 and served as the deputy director of operations of Shenzhen Helens Enterprise Management Co., Ltd., a subsidiary of our Company. Ms. Cai has over 10 years of experience in the catering service industry and operation management. Prior to joining our Group, Ms. Cai served successively as a store clerk, store manager, regional city manager and regional deputy manager of Helen’s brand bars from 2012 to April 2018. During this period, Ms. Cai participated in the establishment of the standardisation and supervision system of Helen’s brand bars.

When the election takes effect upon the conclusion of the AGM, Ms. Cai will enter into a service agreement with the Company for a term of three years commencing from June 17, 2022, and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the memorandum and articles of association of the Company.

As the deputy director of operations of the Company, she is entitled to receive emoluments of approximately RMB78,000 per annum including salary, discretionary bonus, allowances and benefits in kind and employer’s contribution to pension scheme as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, emoluments paid by comparable companies and performance of the Group. The Board has determined that for the time being no additional emoluments will be payable to Ms. Cai in taking on additional responsibility as executive Director, save for her entitlement to any restricted share units, pursuant to the terms and conditions of any restricted share unit scheme adopted by the Company from time to time as part of her remuneration package under her service contract as an executive Director, as determined by the Board from time to time.

As at the date of this announcement, Ms. Cai is beneficially interested in 1,253,476 shares pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (“SFO”). Ms. Cai is also deemed to be interested in 52,672,823 shares pursuant to Part XV of the SFO, of which the shares are under a trust where Ms. Cai is the settlor.

(2) Ms. Yu Zhen

Ms. Yu Zhen (余臻), aged 29, is the Chief Financial Officer of the Company. Ms. Yu joined the Group in October 2021 and is responsible for the capital operation and financial management of the Group. Prior to joining our Group, Ms. Yu worked in the investment banking department of China International Capital Corporation Limited from July 2017 to September 2021. Ms. Yu obtained a bachelor’s degree in accounting from Wuhan University in June 2015 and a master’s degree in taxation from Peking University in June 2017. Ms. Yu passed the Association of Chartered Certified Accountants (ACCA) exam in January 2015 and the Chinese Certified Public Accountant (CPA) exam in December 2019.

When the election takes effect upon the conclusion of the AGM, Ms. Yu will enter into a service agreement with the Company for a term of three years commencing from June 17, 2022, and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the memorandum and articles of association of the Company.

As the Chief Financial Officer of the Company, she is entitled to receive emoluments of approximately RMB634,000 per annum including salary, discretionary bonus, allowances and benefits in kind and employer’s contribution to pension scheme as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, emoluments paid by comparable companies and performance of the Group. The Board has determined that for the time being no additional emoluments will be payable to Ms. Yu in taking on additional responsibility as executive Director, save for her entitlement to any restricted share units, pursuant to the terms and conditions of any restricted share unit scheme adopted by the Company from time to time as part of her remuneration package under her service contract as an executive Director, as determined by the Board from time to time.

As at the date of this announcement, Ms. Yu was interested in 1,166,667 underlying shares by way of restricted share units granted under the post-IPO restricted share unit scheme of the Company under Part XV of the SFO.

Ms. Cai and Ms. Yu did not hold any directorship in other listed companies in Hong Kong or overseas during the past three years. Ms. Cai and Ms. Yu are not connected with any Director, senior management, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company. As at the date of this announcement, save as disclosed above, Ms. Cai and Ms. Yu do not have any other interest in the shares of the Company within the meaning of Part XV of the SFO, do not hold any other office in the Company or any other members of the Group and do not have any other major appointments and professional qualifications.

Save as disclosed above, there are no other matters relating to the election of Ms. Cai and Ms. Yu as executive Directors that need to be brought to the attention of the shareholders of the Company or are required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

By order of the Board
Helens International Holdings Company Limited
Mr. Xu Bingzhong
Chairman of the Board and
Chief Executive Officer

Hong Kong, April 26, 2022

As at the date of this announcement, the executive Directors are Mr. Xu Bingzhong, Mr. Zhang Bo, Mr. Zhao Jun and Ms. Lei Xing, and the independent non-executive Directors are Mr. Li Dong, Mr. Wang Renrong and Mr. Wong Heung Ming Henry.