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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON SEPTEMBER 15, 2023, EXCHANGE RATE FOR PAYMENT OF INTERIM DIVIDEND AND CHANGE OF EXECUTIVE DIRECTOR

Poll Results of the EGM

At the extraordinary general meeting (the “EGM”) of Helens International Holdings Company Limited (the “Company”, together with its subsidiaries, the “Group”) held on September 15, 2023, all the proposed resolutions as set out in the notice of the EGM dated August 28, 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve the payment of an interim dividend of RMB0.1162 per ordinary share of the Company out of the share premium account of the Company and to authorise any director of the Company to execute the payment of the interim dividend.	873,045,903 (100.00%)	0 (0.00%)
2.	To consider and approve the election of Mr. He Daqing as an executive director of the Company with effect from the date of the Extraordinary General Meeting and to authorise the board of directors to determine his remuneration.	868,402,228 (99.47%)	4,643,675 (0.53%)

Notes:

- (a) As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1 to 2, all ordinary resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the EGM, the total number of shares of the Company in issue was 1,266,901,524 shares.
- (c) TSLZ Holding Limited (in its capacity as the trustee of the Post-IPO RSU Scheme adopted by the Company on March 31, 2021) and SHXM Holding Limited (in its capacity as one of the trustees of the Pre-IPO RSU Scheme adopted by the Company on March 31, 2021) held 9,905,061 shares in total, were required to abstain and did abstain from voting on the resolutions proposed at the EGM. Accordingly, the total number of shares entitling the shareholders of the Company (“**Shareholder(s)**”) to attend and vote for or against the resolutions proposed at the EGM was 1,256,996,463.
- (d) Save as disclosed above, there were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) Save as disclosed above, no shareholder of the Company was required under the Listing Rules to abstain from voting on any of the resolutions at the EGM.
- (f) Save as disclosed above, none of the Shareholders have stated their intention in the Company’s circular dated August 28, 2023 to vote against or to abstain from voting on any of the resolutions at the EGM.
- (g) The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.
- (h) The executive Directors, Mr. Xu Bingzhong, Ms. Lei Xing, Ms. Cai Wenjun and Ms. Yu Zhen, and the independent non-executive Directors, Mr. Li Dong, Mr. Wang Renrong and Mr. Wong Heung Ming Henry, attended the EGM by electronic means.

Exchange Rate for Payment of Interim Dividend

Reference is made to the announcement of interim results for the six months ended June 30, 2023 of the Company dated August 25, 2023 (the “**Announcement**”) in relation to, among others, the declaration of an interim dividend of RMB0.1162 per ordinary share of the Company in issue out of the share premium account of the Company for the six months ended June 30, 2023 (the “**Interim Dividend**”). Unless otherwise specified, defined terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, the Interim Dividend is payable in Hong Kong dollars based on the official exchange rate of Renminbi against Hong Kong dollars as quoted by the People’s Bank of China on Friday, September 15, 2023. Based on the official exchange rate of RMB1:HK\$1.0904 as quoted by the People’s Bank of China on Friday, September 15, 2023, the Company is pleased to announce that the amount of the Interim Dividend payable per ordinary share of the Company for the six months ended June 30, 2023 is HK\$0.1267. The interim dividend will be paid and the dividend warrants will be posted by ordinary mail to the Shareholders whose names shall appear on the register of members of the Company on Monday, September 25, 2023 at their own risk on or around Tuesday, October 17, 2023. For details of the closure of the register of members to determine the entitlement to the Interim Dividend, please refer to the circular of the Company dated August 28, 2023.

Change of Executive Director

Reference is made to the announcement of the Company dated August 25, 2023 in relation to the resignation of Ms. Lei Xing (“**Ms. Lei**”) as an executive Director. The Board announces that Ms. Lei has resigned as executive Director upon conclusion of the EGM.

Ms. Lei would like to devote more time for her other commitments and will remain in her position as the senior vice president of the Company despite her resignation as an executive Director. Ms. Lei has confirmed that she has no disagreement with the Board or the Company and there is no other matter relating to her resignation as an executive Director that needs to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited.

The Board is pleased to announce that Mr. He Daqing (“**Mr. He**”) has been appointed as an executive Director with effect from September 15, 2023.

Biographical details of Mr. He are set out as follows:

Mr. He Daqing (賀大慶), aged 39, is currently a director of legal inspection and audit department at Shenzhen Helens Enterprise Management Co., Ltd. (深圳海倫司企業管理有限公司), a wholly-owned subsidiary of our Company, as well as a supervisor at Maidilong Technology (Hubei) Co., Ltd. (邁迪隆科技(湖北)有限公司), a subsidiary of our Company. He joined our Group in August 2020.

Prior to joining our Group, Mr. He served as a deputy investigator at the publicity department of the CPC Huangshi Municipal Committee (黃石市委宣傳部) and the director of news and public opinion center from October 2015 to July 2020. Before that, he was an editor and the director of industry information department at the Xinhua News Agency, Hubei Branch (新華社湖北分社), from February 2012 to October 2015. Mr. He also worked at the Xinhua News Agency, Yunnan Branch (新華社雲南分社), as an economic analyst and editor from July 2009 to February 2012.

Mr. He obtained a bachelor's degree in economics and a master's degree in management, both from Sichuan University (四川大學), in July 2006 and July 2009, respectively.

The Company has entered into a service agreement with Mr. He for a term of three years commencing from September 15, 2023 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, and he 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 executive director of the Company, he is entitled to receive emoluments of approximately RMB458,000 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 Mr. He in taking on additional responsibility as executive Director, save for his 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 his remuneration package under his service contract as an executive Director, as determined by the Board from time to time.

As at the date of this announcement, Mr. He is directly interested in 71,508 ordinary shares of the Company which represent approximately 0.0056% of the number of total issued shares of the Company, pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO").

Save as disclosed above, Mr. He has confirmed that (i) he does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies during the past three years; (ii) he has no relationship with any other directors, senior management or substantial Shareholders of the Company or any of its subsidiaries; and (iii) as at the date of this announcement, he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. He has also confirmed that there is no other information in relation to his appointment that needs to be disclosed pursuant to the requirements of Rules 13.51(2) (h) to (v) of the Listing Rules or any other matter in relation to his appointment that needs to be brought to the attention of the Shareholders.

The Board wishes to take this opportunity to express its gratitude to Ms. Lei for her contribution during her tenure of office and express its warmest welcome to Mr. He for taking up the appointment.

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

Hong Kong, September 15, 2023

As at the date of this announcement, the executive Directors are Mr. Xu Bingzhong, Ms. Cai Wenjun, Ms. Yu Zhen and Mr. He Daqing, and the independent non-executive Directors are Mr. Li Dong, Mr. Wang Renrong and Mr. Wong Heung Ming Henry.