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WANJIA GROUP HOLDINGS LIMITED

萬嘉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 401)

- (I) POLL RESULTS OF THE ADJOURNED ANNUAL GENERAL MEETING HELD ON 13 SEPTEMBER 2024;**
(II) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(III) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(IV) CHANGES IN COMPOSITION OF BOARD COMMITTEES;
AND
(V) NON-COMPLIANCE WITH THE LISTING RULES

(I) ADJOURNED AGM POLL RESULTS

The Board is pleased to announce that all the ordinary resolutions proposed at the Adjourned AGM were duly passed by the Shareholders attending and voting at the Adjourned AGM by way of poll.

(II) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wong Hon Kit retired as an independent non-executive Director at the conclusion of the Adjourned AGM.

(III) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that with effect from 13 September 2024, Ms. Chan Wing Shan Winsome has been appointed as an independent non-executive Director.

(IV) CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that following the retirement of Mr. Wong and appointment of Ms. Chan, the composition of the Board committees has been changed as follows with effect from 13 September 2024:

(A) Audit Committee

- (i) Mr. Wong ceased to be the chairman of the Audit Committee; and
- (ii) Ms. Chan has been appointed as a member of the Audit Committee.

(B) Remuneration Committee

- (i) Mr. Wong ceased to be the chairman of the Remuneration Committee;
- (ii) Dr. Liu Yongping, independent non-executive Director, has been appointed as the chairman of the Remuneration Committee; and
- (iii) Ms. Chan has been appointed as a member of the Remuneration Committee.

(C) Nomination Committee

- (i) Mr. Wong ceased to be a member of the Nomination Committee; and
- (ii) Ms. Chan has been appointed as a member of the Nomination Committee.

References are made to the circular (the “**AGM Circular**”) of Wanjia Group Holdings Limited (the “**Company**”) dated 31 July 2024 and the announcement dated 5 September 2024 in relation to the adjourned annual general meeting (the “**Adjourned AGM**”) of the Company to be held on 13 September 2024 and the notice of the AGM dated 31 July 2024 (the “**Notice**”). Capitalised term used in this announcement shall have the same meanings as those defined in the AGM Circular unless otherwise defined.

(I) ADJOURNED AGM POLL RESULTS

The Board is pleased to announce that all the resolutions as more particularly set out in the Notice were duly passed by the Shareholders attending and voting at the Adjourned AGM held on 13 September 2024 by way of poll. Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, acted as scrutineer for the vote-taking at the Adjourned AGM.

As at the date of the Adjourned AGM, the total number of shares of the Company in issue was 560,222,136 ordinary shares, which was the total number of shares entitling the holders thereof to attend and vote on all resolutions. No shareholder was required under the Listing Rules to abstain from voting on any resolutions at the Adjourned AGM and no shares entitling the shareholders to attend and abstain from voting in favour of any resolutions at the Adjourned AGM as set out in rule 13.40 of the Listing Rules. There was no Shareholder who had stated his/her/its intention in the Adjourned AGM Circular to vote against any of the resolutions at the Adjourned AGM.

All Directors attended the Adjourned AGM, either in person or by means of telecommunication.

Details of the poll results in respect of all the resolutions put to vote at the Adjourned AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To consider, receive and adopt the audited consolidated financial statements and reports of the Directors and auditors of the Company for the year ended 31 March 2024	288,348,280 (100%)	0 (0%)
2.(I)	(a) To re-elect Dr. Xiao Zhixin as a non-executive Director	288,348,280 (100%)	0 (0%)
2.(II)	To authorise the Board to fix the Directors' remuneration	288,348,280 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Directors to fix their remuneration	288,348,280 (100%)	0 (0%)
4.	To grant a general mandate to the Board to issue new shares of the Company.	288,348,280 (100%)	0 (0%)
5.	To grant a general mandate to the Board to repurchase Shares.	288,348,280 (100%)	0 (0%)
6.	To add the total number of Shares repurchased by the Company under repurchase mandate granted under resolution numbered 5 to the issue mandate granted to the Directors under resolution numbered 4.	288,348,280 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above resolutions, all of the above resolutions were carried as ordinary resolutions of the Company at the Adjourned AGM.

(II) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 28 August 2024. As stated in the said announcement, Mr. Wong Hon Kit (“**Mr. Wong**”) did not offer himself for re-election at the Adjourned AGM and he retired as an independent non-executive Director at the conclusion of the Adjourned AGM.

Mr. Wong has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that shall be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its sincerest gratitude to Mr. Wong for his valuable contribution to the Company during his tenure of service.

(III) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that with effect from 13 September 2024, Ms. Chan Wing Shan Winsome (“**Ms. Chan**”) has been appointed as an independent non-executive Director.

Set out below are the biographical details of Ms. Chan:

Ms. Chan, aged 52, obtained her bachelor’s degree in business administration, specializing in marketing and human resource management, from Simon Fraser University, Canada. Ms. Chan has spent over two decades of her career, spanning from 1998 to 2023, serving as one of the senior management at the Hong Kong Trade Development Council (“**HKTDC**”), the statutory organization responsible for promoting and developing Hong Kong trade in products and services. Ms. Chan most recently held the position of Associate Director of the Marketing and Customer Service Department of HKTDC from 2022 to 2023, where she was responsible for, among others, leading a team of 70 staff within the department covering various core corporate functions, developing and managing marketing campaigns, and marketing budget management. Prior to this, Ms. Chan held various management positions within HKTDC, including but not limited to the position of the Director of Germany, Central Europe and Benelux from 2019 to 2022, where she was primarily tasked to supervise and oversee the management and operation of HKTDC’s overseas branch offices in Europe, and the positions of Senior Manager of International and Mainland Relations and Senior Manager of Belt and Road External Relations from 2016 to 2019, where she was primarily tasked to supervise and oversee high-level external relations and outreach activities covering Mainland China, the Americas and Europe.

Ms. Chan has confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Ms. Chan has entered into a letter of appointment with the Company for an initial term of one year commencing from 13 September 2024 which will continue thereafter until either Ms. Chan or the Company may terminate the agreement by giving other party not less than one month’s notice in writing. She is entitled to a remuneration of HK\$12,500 per month as an independent non-executive Director. Her appointment is subject to retirement and re-election by the Shareholders at the annual general meeting of the Company. The remuneration in connection with Ms. Chan’s position as the independent non-executive Director was determined by the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to her duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the date of this announcement, Ms. Chan (i) does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) has no relationship with any Director, member of senior management of the Group or substantial or controlling Shareholders; (iii) did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; and (iv) does not have, and is not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed herein, the Board is not aware of any matter in relation to the appointment of Ms. Chan that needs to be brought to the attention of the Stock Exchange or the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Chan in joining the Company.

(IV) CHANGES IN COMPOSITION OF THE BOARD COMMITTEES

The Board announces that following the retirement of Mr. Wong and appointment of Ms. Chan, the composition of the Board committees has been changed as follows with effect from 13 September 2024:

(A) Audit Committee

- (i) Mr. Wong ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”); and
- (ii) Ms. Chan has been appointed as a member of the Audit Committee.

(B) Remuneration Committee

- (i) Mr. Wong ceased to be the chairman of the Remuneration Committee;
- (ii) Dr. Liu Yongping, independent non-executive Director, has been appointed as the chairman of the Remuneration Committee; and
- (iii) Ms. Chan has been appointed as a member of the Remuneration Committee.

(C) Nomination Committee

- (i) Mr. Wong ceased to be a member of the nomination and corporate governance committee of the Company (the “**Nomination Committee**”); and
- (ii) Ms. Chan has been appointed as a member of the Nomination Committee.

(V) NON-COMPLIANCE WITH LISTING RULES

As at the date of this announcement, the Board consists only two independent non-executive Directors, hence, the Company is not in compliance with (i) Rule 3.10(1) of the Listing Rules, which stipulates that the Board shall comprise at least three independent non-executive Directors; (ii) Rule 3.10(2) of the Listing Rules, which stipulates at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise; and (iii) Rule 3.21 of the Listing Rules, which stipulates that the Audit Committee shall comprise at least three members and that at least one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules and that the Audit Committee must be chaired by an independent non-executive Director.

In order to comply with the Listing Rules, the Company will use its best endeavours to identify suitable candidate(s) to fill the casual vacancy on the Board for the position of independent non-executive Director and the chairman of the Audit Committee as soon as practicable within three months from the effective date of retirement of Mr. Wong pursuant to Rule 3.11 of the Listing Rules.

Further announcement(s) will be made by the Company as and when appropriate.

By order of the Board
Wanjia Group Holdings Limited
Wang Jia Jun

Chief Executive Officer and Executive Director

Hong Kong, 13 September 2024

As at the date of this announcement, the Board comprises one executive Director, namely Mr. Wang Jia Jun, one non-executive Director, namely Dr. Xiao Zhixin, and two independent non-executive Directors, namely Dr. Liu Yongping and Ms. Chan Wing Shan Winsome.