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HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED

華聯國際（控股）有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 969)

ANNOUNCEMENT OF

**(I) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 27 JUNE 2025;**

**(II) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
(III) CHANGE OF COMPOSITION OF BOARD COMMITTEES;**

AND

(IV) NON-COMPLIANCE WITH THE LISTING RULES

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board announces that the resolutions proposed at the AGM were duly passed by the Shareholders by way of polls, with the exception of resolutions 2(e) and 2(f).

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

Since the resolutions in items no. 2(e) and 2(f) for re-election of Dr. Ng Lai Man Carmen and Mr. Tan Chuen Yan Paul as independent non-executive Director respectively were not passed by the Shareholders at the AGM, accordingly, Dr. Ng Lai Man Carmen retired from office as an independent non-executive Director, and therefore ceased to be a chairwoman and member of Audit Committee, ceased to be member of each of the Remuneration Committee and the Nomination Committee of the Company, at the conclusion of the AGM; and Mr. Tan Chuen Yan Paul retired from office as an independent non-executive Director, and therefore ceased to be a member of each of Audit Committee, Remuneration Committee and the Nomination Committee, at the conclusion of the AGM.

* For identification purpose only

NON-COMPLIANCE WITH LISTING RULES

Following the retirement of Dr. Ng Lai Man Carmen and Mr. Tan Chuen Yan Paul, the Company fails to meet the minimum number (namely three independent non-executive Directors) and proportion (namely one-third of the Board) as required under Rule 3.10(1) and Rule 3.10A of the Listing Rules and the required composition of the Audit Committee, Remuneration Committee and Nomination Committee did not meet the requirements under Rule 3.10(2), Rule 3.21, Rule 3.25 and Rule 3.27A of the Listing Rules. The Company has a single gender board which does not meet the diversity requirement under Rule 13.92 of the Listing Rules.

The Board will seek suitable candidates to fill the vacancies of independent non-executive Directors, Audit Committee, Remuneration Committee and Nomination Committee to fulfill the requirements under Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25 and 3.27(A) within three months from date of this announcement pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. Furthermore, the Board will also identify a suitable female candidate for appointment as Director within three months from the date of this announcement to comply with Rule 13.92 of the Listing Rules.

References are made to the circular of Hua Lien International (Holding) Company Limited (the “**Company**”) (the “**Circular**”) and the notice of annual general meeting of the Company (the “**Notice of AGM**”) both dated 4 June 2025. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and Notice of AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board announces that the resolutions proposed at the Company’s annual general meeting (the “**AGM**”), were duly passed by the Shareholders by way of polls, with the exception of resolutions 2(e) and 2(f). The poll results in respect of the ordinary resolutions at the AGM were as follows:

At the AGM of the Company held at 35/F., Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong, on Friday, 27 June 2025 at 11:00 a.m., a poll was duly demanded by the chairman of the AGM for voting on all the proposed resolutions as set out in the Notice of the AGM dated 4 June 2025.

As at the date of the AGM, the total number of shares of the Company in issue was 2,191,180,000 which was the total number of shares of the Company entitling the holders to attend and vote on all resolutions at the AGM. No Shareholder who was entitled to attend the AGM should abstain from voting in favour of any resolution as set out in rule 13.40 of Listing Rules.

No Shareholder was required under the Listing Rules to abstain from voting on any resolution at the AGM. None of the Shareholders has stated their intention in the Circular to vote against any of the resolutions at the AGM.

The AGM was chaired by Mr. Wu Shurong, the chairman of the Board.

The following Directors attended the AGM: Mr. Wu Shurong, Dr. Ng Lai Man Carmen and Mr. Shi Zhu. Mr. Wang Xiang, Mr. Liu Jun, Mr. Li Baojian and Mr. Tan Chuen Yan Paul were unable to attend the AGM due to their other business commitments.

The Company has appointed Union Registrars Limited, the Company's Hong Kong branch share registrar and transfer office, to act as the scrutineer for the purpose of vote-taking at the AGM. The poll results of the AGM are as follows:

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		FOR	AGAINST	
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2024.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
2.	(a) To re-elect Mr. Wu Shurong as an executive director of the Company.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
	(b) To re-elect Mr. Wang Xiang as an executive director of the Company.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
	(c) To re-elect Mr. Liu Jun as an executive director of the Company.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
	(d) To re-elect Mr. Li Baojian as an executive director of the Company.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
	(e) To re-elect Dr. Ng Lai Man Carmen as an independent non-executive director of the Company.	0 (0%)	1,349,990,785 (100%)	1,349,990,785
	(f) To re-elect Mr. Tan Chuen Yan Paul as an independent non-executive director of the Company.	0 (0%)	1,349,990,785 (100%)	1,349,990,785
	(g) To re-elect Mr. Shi Zhu a as an independent non-executive director of the Company.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
	(h) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
3.	To re-appoint BDO Limited as auditor of the Company and to authorise the directors of the Company to fix its remuneration.	1,349,990,785 (100%)	0 (0%)	1,349,990,785

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		FOR	AGAINST	
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of the shares of the Company in issue as at the date of passing this resolution.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
5.	To grant a general mandate to the directors of the Company to repurchase its shares not exceeding 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.	1,349,990,785 (100%)	0 (0%)	1,349,990,785
6.	To extend the general mandate granted to the directors of the Company to issue shares by the number of shares repurchased by the Company.	1,349,990,785 (100%)	0 (0%)	1,349,990,785

As more than 50% of the votes were cast in favour of the resolutions numbered 1, 2(a), 2(b), 2(c), 2(d), 2(g), 2(h), 3, 4, 5 and 6, the aforesaid resolutions were duly passed as ordinary resolutions by the Shareholders attending and voting by way of poll.

As less than 50% of the votes were cast in favour of the resolution numbered 2(e) and 2(f), the resolutions numbered 2(e) and 2(f) were not passed as ordinary resolutions by the Shareholders attending and voting by way of poll.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

Since the resolutions in items no. 2(e) and 2(f) for re-election of Dr. Ng Lai Man Carmen (“**Dr. Ng**”) and Mr. Tan Chuen Yan Paul (“**Mr. Tan**”) as independent non-executive Director respectively were not passed by the Shareholders, accordingly, Dr. Ng retired from office as an independent non-executive Director, and therefore ceased to be a chairwoman and member of the audit committee of the Company (the “**Audit Committee**”), ceased to be member of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”), at the conclusion of the AGM; and Mr. Tan retired from office as an independent non-executive Director, and therefore ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, at the conclusion of the AGM.

The Board is not aware of any disagreement with Dr. Ng or Mr. Tan with the Board, or any matter relating to their retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to thank Dr. Ng and Mr. Tan for their valuable contributions to the Company during their term of office.

NON-COMPLIANCE WITH RULES 3.10(1), 3.10(2), 3.10A, 3.21, 3.25, 3.27A AND 13.92 OF THE LISTING RULES

The Board noted that, following the retirement of Dr. Ng and Mr. Tan, the Company has only one independent non-executive Director which fell short of the minimum number (namely three independent non-executive Directors) and proportion (namely one-third of the Board) as required under Rule 3.10(1) and Rule 3.10A of the Listing Rules.

Also, the composition of the Audit Committee, the Remuneration Committee and the Nomination Committee did not meet the requirements under Rule 3.10(2), Rule 3.21, Rule 3.25 and Rule 3.27A of the Listing Rules.

- i. the Audit Committee currently does not have a member with appropriate professional qualification or accounting or related financial management expertise, does not have a chairman and comprises of only one independent non-executive Director, which fails to comply with the requirement of at least one independent non-executive Director who has appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules and the Audit Committee shall comprise a minimum of three members and the Audit Committee shall be chaired by an independent non-executive Director under Rule 3.21 of the Listing Rules;
- ii. the Remuneration Committee currently comprises of two executive Directors and two independent non-executive Directors, which fails to comply with the requirement of Rule 3.25 of the Listing Rules in respect of having a majority members being independent non-executive Director;
- iii. The Nomination Committee currently comprises of two executive Directors and two independent non-executive Directors, which fails to comply with the requirement of Rule 3.27A of the Listing Rules in respect of having a majority members being independent non-executive Director; and

Furthermore, following the retirement of Dr. Ng, the Company has a single gender board which does not meet the diversity requirement under Rule 13.92 of the Listing Rules.

As such, the Board will seek suitable candidates to fill the vacancies of the independent non-executive Directors and the member of the Audit Committee, the Remuneration Committee and the Nomination Committee to fulfill the requirements under Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25 and

3.27(A) within three months from the date of this announcement pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. Furthermore, the Board will also identify a suitable female candidate for appointment as Director within three months from the date of this announcement in order to ensure compliance with Rule 13.92 of the Listing Rules.

Further announcement will be made by the Company as appropriate and in accordance with the Listing Rules.

By order of the Board
Hua Lien International (Holding) Company Limited
Wu Shurong
Chairman

Hong Kong, 27 June 2025

As at the date of this announcement, the Board comprises five directors, of which four are executive directors, namely Mr. Wu Shurong, Mr. Wang Xiang, Mr. Liu Jun and Mr. Li Baojian, and one is independent non-executive directors, namely Mr. Shi Zhu (duties suspended).