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## **GHW International**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9933)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 MAY 2021, RETIREMENT AND APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that all the Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

Mr. Sun Guibin has retired as an executive director of the Company with effect from 26 May 2021 at the conclusion of the AGM; and Mr. Diao Cheng has been appointed as an executive director of the Company with effect from 26 May 2021.

#### **VOTING RESULTS OF THE AGM**

The board (the “**Board**”) of directors (the “**Director(s)**”) of GHW International (the “**Company**”) is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 20 April 2021 (the “**AGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 26 May 2021.

As at the date of the AGM, there were 1,000,000,000 issued ordinary shares of par value HK\$0.01 each in the share capital of the Company (the “**Shares**”) entitling the holders to attend and vote at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM 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**”).

There were no Shareholders that are required under the Listing Rules to abstain from voting at the AGM. No parties have stated in the Company’s circular dated 20 April 2021 their intention to vote against or to abstain from voting on any of the Resolutions at the AGM.

The branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results in respect of all the Resolutions at the AGM are set out as follows:

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the Director's report and the independent auditor's (the " <b>Independent Auditor</b> ") report for the year ended 31 December 2020.	739,200,000 (100.00%)	0 (0.00%)
2.	(A) To elect Mr. Diao Cheng as an executive Director of the Company;	739,200,000 (100.00%)	0 (0.00%)
	(B) To re-elect Mr. Zhou Chunnian as an executive Director of the Company; and	739,200,000 (100.00%)	0 (0.00%)
	(C) To re-elect Mr. Sun Hongbin as an independent non-executive Director of the Company.	739,200,000 (100.00%)	0 (0.00%)
3.	To authorise the Board to fix the Directors' remunerations.	739,200,000 (100.00%)	0 (0.00%)
4.	To re-appoint Deloitte Touche Tohmatsu as the Independent Auditor and to authorise the Board to fix its remuneration.	739,200,000 (100.00%)	0 (0.00%)
5.	(A) To grant a general mandate to the Directors to issue, allot and/or deal with additional Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of this resolution and on the terms as set out in resolution number 5(A) in the AGM Notice.	739,200,000 (100.00%)	0 (0.00%)
	(B) To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of this resolution and on the terms as set out in resolution number 5(B) in the AGM Notice.	739,200,000 (100.00%)	0 (0.00%)
	(C) To extend the general mandate granted to the Directors under resolution number 5(A) by the number of Shares repurchased by the Company under the mandate granted under resolution number 5(B).	739,200,000 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the above Resolutions, all of them were duly passed as ordinary resolutions by the Shareholders at the AGM.

## RETIREMENT AND APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Sun Guibin has retired as an executive director of the Company with effect from 26 May 2021 at the conclusion of the AGM. Mr. Sun has also ceased to be the chairman of the Nomination Committee and member of the Risk Management Committee. Mr. Sun has confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

The Board is pleased to announce that Mr. Diao Cheng has been appointed as an executive director of the Company with effect from 26 May 2021. Mr. Diao Cheng has also been appointed as the chairman of the Nomination Committee.

The biographical details of Mr. Diao Cheng are set out below.

Mr. Diao Cheng, aged 53, joined our Group as an integrated human resources manager of Hanhe Enterprises in April 1998. Mr. Diao is the deputy chief executive officer of our Group and is mainly responsible for managing the logistics, strategic development and general business operations of our Group. Mr. Diao is also a director of each of Nanjing Tianyu Transportation Co., Ltd.\* (南京天宇運輸有限公司) (“**Nanjing Tianyu**”) and Nanjing Hanshang Weisou Electronic Commerce Co., Ltd.\* (南京瀚商微搜電子商務有限公司) (“**Hanshang Weisou**”), legal representative of Nanjing Tianyu and general manager of Hanshang Weisou and Nanjing Jinhan Tianxia Sports Culture Development Company Limited\* (南京金漢天下體育文化發展有限公司) (“**Jinhan Tianxia**”), all of which are our subsidiaries. Mr. Diao received a college diploma in management engineering (finance management) from Nanjing University of Aeronautics and Astronautics\* (南京航空航天大學) in the PRC in June 1994, a bachelor’s degree in human resources management from Nanjing University of Science and Technology\* (南京理工大學) in July 2005 and an Executive Master of Business Administration from Nanjing University in June 2015.

The Company has entered into a service contract with Mr. Diao for a term of three years commencing on the date of the AGM and ending at the conclusion of the 2024 annual general meeting of the Company, subject to termination before expiry by either party giving not less than three months’ notice in writing to the other. Under the proposed service contract to be entered into between the Company and Mr. Diao, Mr. Diao will be entitled to receive a remuneration of RMB192,000 per annum (subject to approval by the Board and the remuneration committee), which is determined with reference to his job responsibility with the Group and prevailing market rate of his position. Mr. Diao may also receive discretionary bonuses as may be decided by the Board and the remuneration committee at their discretion, having regard to the performance of Mr. Diao.

Mr. Diao has not entered into or proposed to enter into any service agreements with the Company or any member of the Group other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Diao which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its gratitude to Mr. Sun for his contributions to the Company during his tenure of office, and its warmest welcome to Mr. Diao on his appointment.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

At the conclusion of the AGM, the Nomination Committee will consist of Mr. Diao Cheng as the chairman, and Mr. Sun Hongbin and Ms. Zheng Qing as members. The Risk Management Committee will consist of Mr. Chen Zhaohui as chairman, and Mr. Zhou Chunnian and Mr. Chen Hua as members.

By order of the Board  
**GHW International**  
**Yin Yanbin**  
*Chairman and Chief Executive Officer*

Hong Kong, 26 May 2021

*As at the date of this announcement, the Board comprises Mr. Yin Yanbin, Mr. Zhuang Zhaohui, Mr. Chen Zhaohui, Mr. Zhou Chunnian, Mr. Chen Hua and Mr. Sun Guibin as executive Directors, and Mr. Sun Hongbin, Mr. Wang Guangji and Ms. Zheng Qing as independent non-executive Directors.*

*\* For identification purpose only*