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CHINA WOOD
中木國際

CHINA WOOD INTERNATIONAL HOLDING CO., LIMITED

中木國際控股有限公司

(Joint Provisional Liquidators appointed)

(For restructuring purposes only)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1822)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 26 MAY 2022;
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board hereby announce that all the resolutions except resolution numbered 2.(b) as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that the resolution numbered 2.(b) as set out in the Notice regarding the re-election of Mr. An as an independent non-executive Director was not passed at the AGM since there was not a majority of votes cast for the resolution. Accordingly, with effect from the conclusion of the AGM, Mr. An ceased to be an independent non-executive Director and ceased to be a member of each of the audit committee, the nomination committee and the remuneration committee of the Company.

NON-COMPLIANCE WITH THE LISTING RULES

After Mr. An ceases to be an independent non-executive Director, the Company fails to meet the following requirements of Listing Rules:

1. the board of directors must include at least three independent non-executive directors, under Rule 3.10(1) of the Listing Rules; and
2. the audit committee comprising non-executive directors only and with a minimum of three members under Rule 3.21 of the Listing Rules.

In order to comply with the Listing Rules, the Company is in the course of identifying suitable candidates to fill the vacancies for the positions of independent non-executive director and member of each of the audit committee, the nomination committee and the remuneration committee of the Company. The Company will endeavour to appoint suitable candidate to fill the vacancies after Mr. An ceases to be an independent non-executive Director as soon as practicable and within three months from the date hereof. The Company will make further announcement(s) as and when appropriate.

Reference is made to the circular (the “**Circular**”) and notice (the “**Notice**”) of the Annual General Meeting (“**AGM**”) of China Wood International Holding Co., Limited (the “**Company**”) both dated 22 April 2022. Capitalised terms used herein have the same meanings as those defined in the Circular and the Notice unless otherwise stated.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board announces that all the resolutions except resolution numbered 2.(b) as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 26 May 2022.

The Board hereby announce that as at the date of Annual General Meeting, the total number of issued shares in the Company was 342,572,857 shares, which was the total number of shares in the Company entitling the holders to attend and vote for or against the resolutions at the AGM. There was no restriction on any shareholders casting votes on any of the resolutions at the AGM. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

VOTING RESULTS

The voting results in respect of the respective resolutions were as follows:

ORDINARY RESOLUTIONS (Note 1)		Number of Votes (Note 2)	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and the auditors of the Company for the year ended 31 December 2021.	174,961,709 (100%)	0 (0%)
2.	(a) To re-elect Mr. Zhao XianMing as an independent non-executive Director.	174,961,709 (100%)	0 (0%)
	(b) To re-elect Mr. An Dong as an independent non-executive Director.	15 (0.01%)	113,073,694 (99.99%)
	(c) To re-elect Mr. So Yin Wai as an independent non-executive Director.	174,961,709 (100%)	0 (0%)
	(d) To authorise the board of Directors to fix the remuneration of the Directors.	174,961,709 (100%)	0 (0%)
3.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company for the year ending 31 December 2022 and authorise the board of Directors to fix their remuneration.	174,961,709 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with the unissued shares of HK\$0.20 each in the share capital of the Company, the aggregate number of which shall not exceed 20% of the aggregate number of shares in issue in the Company as at the date passing of this resolution;	174,961,709 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to buy back the Company’s shares up to 10% of the aggregate number of shares in issue in the Company as at the date passing of this resolution;	174,961,709 (100%)	0 (0%)
6.	To add the number of shares in the Company bought back by the Company to the general mandate granted to the Directors under ordinary resolution no. 4 above	174,961,709 (100%)	0 (0%)

Notes:

1. The full text of each of the Resolutions is set out in the Circular.
2. The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

Mr. Lyu NingJiang, Mr. Hu YongGang, Mr. Zhao XianMing, Mr. An Dong and Mr. So Yin Wai attended the AGM in person or by electronic means.

On the basis of the votes set out above, all resolutions except resolution numbered 2.(b) were duly passed as ordinary resolutions by way of poll as more than 50% of the votes were cast in favour of each of the resolutions.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that the resolution numbered 2.(b) as set out in the Notice regarding the re-election of Mr. An Dong (“**Mr. An**”) as an independent non-executive Director was not passed at the AGM since there was not a majority of votes cast for the resolution. Accordingly, with effect from the conclusion of the AGM, Mr. An ceased to be an independent non-executive Director and ceased to be a member of each of the audit committee, nomination committee and remuneration committee of the Company.

NON-COMPLIANCE WITH THE LISTING RULES

After Mr. An ceases to be an independent non-executive Director, the Company fails to meet the following requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) (the “**Listing Rules**”):

1. the board of directors must include at least three independent non-executive directors, under Rule 3.10(1) of the Listing Rules; and
2. the audit committee comprising non-executive directors only and with a minimum of three members under Rule 3.21 of the Listing Rules.

In order to comply with the Listing Rules, the Company is in the course of identifying suitable candidates to fill the vacancies for the positions of independent non-executive director and member of each of the audit committee, the nomination committee and the remuneration committee of the Company. The Company will endeavour to appoint suitable candidate to fill the vacancies after Mr. An ceases to be an independent non-executive Director as soon as practicable and within three months from the date hereof. The Company will make further announcement(s) as and when appropriate.

The Board would like to take this opportunity to thank Mr. An, for his contribution and services during his tenure of office.

CONTINUED SUSPENSION OF TRADING OF THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 22 October 2021 and will remain suspended until further notice.

By order of the Board
China Wood International Holding Co., Limited
中木國際控股有限公司
(Joint Provisional Liquidators appointed)
(For restructuring purposes only)
Lyu NingJiang
Chairman and Executive Director

Hong Kong, 26 May 2022

As at the date of this announcement, the Board comprises Mr. Lyu NingJiang (Chairman and CEO) as executive director, Mr. Hu YongGang as non-executive director; and Mr. Zhao XianMing and Mr. So Yin Wai as independent non-executive directors.