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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 ANNUAL GENERAL MEETING HELD ON JUNE 17, 2022, RETIREMENT OF EXECUTIVE DIRECTORS AND APPOINTMENT OF EXECUTIVE DIRECTORS**

#### **Poll Results of the AGM**

At the annual general meeting (the “AGM”) of Helens International Holdings Company Limited (the “Company”, together with its subsidiaries, the “Group”) held on June 17, 2022, all the proposed resolutions as set out in the notice of the AGM dated April 26, 2022 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2021.	937,400,828 (99.99%)	3 (0.01%)
2. (A)	To re-elect Mr. Xu Bingzhong as an executive Director (“Director”) of the Company.	927,855,716 (98.98%)	9,545,115 (1.02%)
2. (B)	To re-elect Ms. Lei Xing as an executive Director of the Company.	937,400,828 (99.99%)	3 (0.01%)
2. (C)	To elect Ms. Cai Wenjun as an executive Director of the Company.	937,400,828 (99.99%)	3 (0.01%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2. (D)	To elect Ms. Yu Zhen as an executive Director of the Company.	937,400,828 (99.99%)	3 (0.01%)
2. (E)	To re-elect Mr. Li Dong as an independent non-executive Director of the Company.	937,400,828 (99.99%)	3 (0.01%)
2. (F)	To authorize the board of Directors (the “ <b>Board</b> ”) to fix the remuneration of the Directors.	937,400,826 (99.99%)	5 (0.01%)
3.	To re-appoint PricewaterhouseCoopers as the auditor and to authorize the Board to fix their remuneration.	937,400,828 (99.99%)	3 (0.01%)
4.	To give a general mandate to the Directors to buy back shares in the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	937,400,828 (99.99%)	3 (0.01%)
5.	To give a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	912,512,960 (97.35%)	24,887,871 (2.65%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the amount representing the total number of issued shares of the Company bought back by the Company.	912,512,958 (97.35%)	24,887,873 (2.65%)

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 1,266,901,524 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 1,266,901,524 shares.

- (d) There were no shares entitling the holder 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**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated April 26, 2022 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) The executive Directors, Mr. Xu Bingzhong, Mr. Zhang Bo, Mr. Zhao Jun and Ms. Lei Xing; and the independent non-executive Directors Mr. Li Dong, Mr. Wang Renrong and Mr. Wong Heung Ming Henry, attended the AGM by electronics means.

### **Retirement of Executive Directors**

Reference is made to the announcement of the Company dated April 26, 2022 in relation to the retirement of Directors. The Board announces that each of Mr. Zhang Bo (“**Mr. Zhang**”) and Mr. Zhao Jun (“**Mr. Zhao**”) has retired as executive Director upon conclusion of the AGM.

Each of Mr. Zhang and Mr. Zhao would like to devote more time to his personal endeavours. Each of Mr. Zhang and Mr. Zhao has confirmed that he has no disagreement with the Board or the Company and there is no other matter relating to his retirement as executive Director that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

### **Appointment of Executive Directors**

The Board is pleased to announce that Ms. Cai Wenjun (“**Ms. Cai**”) and Ms. Yu Zhen (“**Ms. Yu**”) have been appointed as executive Directors with effect from June 17, 2022.

Below is the biographical information of Ms. Cai and Ms. Yu:

**(1) Ms. Cai Wenjun**

Ms. Cai Wenjun (蔡文君, whose former name was 蔡文均), aged 33, is the deputy director of operations of the Company, responsible for supervising operation standardisation, operation supervision system, food safety management, etc. Ms. Cai joined our Group in April 2018 and served as the deputy director of operations of Shenzhen Helens Enterprise Management Co., Ltd., a subsidiary of our Company. Ms. Cai has over 10 years of experience in the catering service industry and operation management. Prior to joining our Group, Ms. Cai served successively as a store clerk, store manager, regional city manager and regional deputy manager of Helen's brand bars from 2012 to April 2018. During this period, Ms. Cai participated in the establishment of the standardisation and supervision system of Helen's brand bars.

The Company has entered into a service agreement with Ms. Cai for a term of three years commencing from June 17, 2022, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, and she 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 deputy director of operations of the Company, she is entitled to receive emoluments of approximately RMB78,000 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 Ms. Cai in taking on additional responsibility as executive Director, save for her 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 her remuneration package under her service contract as an executive Director, as determined by the Board from time to time.

As at the date of this announcement, Ms. Cai is beneficially interested in 1,253,476 shares pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO"). Ms. Cai is also deemed to be interested in 16,054,976 shares pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Cai has confirmed that (i) she 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) she 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, she does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Cai has also confirmed that there is no other information in relation to her 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 her appointment that needs to be brought to the attention of the shareholders of the Company.

## **(2) Ms. Yu Zhen**

Ms. Yu Zhen (余臻), aged 29, is the Chief Financial Officer of the Company. Ms. Yu joined the Group in October 2021 and is responsible for the capital operation and financial management of the Group. Prior to joining our Group, Ms. Yu worked in the investment banking department of China International Capital Corporation Limited from July 2017 to September 2021. Ms. Yu obtained a bachelor's degree in accounting from Wuhan University in June 2015 and a master's degree in taxation from Peking University in June 2017. Ms. Yu passed the Association of Chartered Certified Accountants (ACCA) exam in January 2015 and the Chinese Certified Public Accountant (CPA) exam in December 2019.

The Company has entered into a service agreement with Ms. Yu for a term of three years commencing from June 17, 2022, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, and she 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 Chief Financial Officer of the Company, she is entitled to receive emoluments of approximately RMB634,000 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 Ms. Yu in taking on additional responsibility as executive Director, save for her 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 her remuneration package under her service contract as an executive Director, as determined by the Board from time to time.

As at the date of this announcement, Ms. Yu is interested in 1,166,667 underlying shares by way of restricted share units granted under the post-IPO restricted share unit scheme of the Company under Part XV of the SFO.

Save as disclosed above, Ms. Yu has confirmed that (i) she 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) she 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, she does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Yu has also confirmed that there is no other information in relation to her 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 her appointment that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to take this opportunity to express its gratitude to Mr. Zhang and Mr. Zhao for their contribution during their tenures of office and express its warmest welcome to Ms. Cai and Ms. Yu 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, June 17, 2022

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