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**WISE ALLY**

**Wise Ally International Holdings Limited**

**麗年國際控股有限公司**

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

**(Stock Code: 9918)**

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 1 JUNE 2023;**
- (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND**
- (3) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**(1) POLL RESULTS OF THE AGM**

The Board announces that all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll at the AGM held on 1 June 2023.

**(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Ms. Ling Imma Kit Sum retired from her office as an independent non-executive Director, the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company, all take effect from the conclusion of the AGM.

**(3) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Ms. Elizabeth Law was duly elected as an independent non-executive Director at the AGM. In addition, Ms. Law was appointed by the Board as the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company, all take effect from the conclusion of the AGM.

Reference is made to the announcement of Wise Ally International Holdings Limited (the “**Company**”) dated 27 April 2023 in relation to the retirement of independent non-executive Director and proposed election of independent non-executive Director, the circular of the Company dated 3 May 2023 (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) of the Company dated 3 May 2023. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

## **POLL RESULTS OF THE AGM**

At the AGM of the Company held on 1 June 2023, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2022.	16,773,600 (100%)	0 (0%)
2.	To declare a final dividend for the year ended 31 December 2022.	16,773,600 (100%)	0 (0%)
3.	(a) To re-elect Mr. Lee Wa Lun Warren as an independent non-executive director of the Company;	16,773,600 (100%)	0 (0%)
	(b) To elect Ms. Elizabeth Law as an independent non-executive director of the Company; and	16,773,600 (100%)	0 (0%)
	(c) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	16,773,600 (100%)	0 (0%)
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors to fix their remuneration.	16,773,600 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	16,773,600 (100%)	0 (0%)
6.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	16,773,600 (100%)	0 (0%)
7.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	16,773,600 (100%)	0 (0%)

As at the date of the AGM:

- (a) The total number of shares of the Company in issue was 100,000,000 shares, which was the total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM.
- (b) 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 Listing Rules.
- (c) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.

None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM. All directors of the Company attended the AGM, except Ms. Ling Imma Kit Sum ("**Ms. Ling**") who has expressed her apology to the Company that she was unable to attend the AGM.

As more than 50% of the votes were cast in favour of each of the resolutions, all the above resolutions were duly passed as ordinary resolutions of the Company.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Ms. Ling retired from her office as an independent non-executive Director, the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company, all take effect from the conclusion of the AGM.

Ms. Ling has confirmed that she has no disagreement with the Board, and she is not aware of other matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) in connection with her retirement.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Ling for her valuable effort and contribution to the Company during her tenure of service.

## **ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Ms. Elizabeth Law (“**Ms. Law**”) was duly elected as an independent non-executive Director at the AGM. In addition, Ms. Law was appointed by the Board as the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company, all take effect from the conclusion of the AGM.

The biographical details of Ms. Law are set out below:

**Ms. Law**, aged 68, obtained a Bachelor of Commerce degree in Accounting from McGill University of Canada in 1976. Ms. Law is the Managing Director of Law & Partners CPA Limited and Proprietor of Stephen Law & Company. She is a Chartered Professional Accountant, Chartered Accountant of Canada, a fellow of the Hong Kong Institute of Certified Public Accountants (Practising), a fellow member of the Institute of Chartered Accountants in England and Wales and a fellow member of the CPA Australia. Ms. Law is an independent non-executive director of Sunwah Kingsway Capital Holdings Limited (Stock Code: 0188), Clifford Modern Living Holdings Limited (Stock Code: 3686), The Wharf (Holdings) Limited (Stock Code: 0004), Onowo Inc. (Stock Code: 2602) and Starlite Holdings Limited (Stock Code: 0403), all of which are listed on The Stock Exchange of Hong Kong Limited.

Ms. Law has entered into a letter of appointment with the Company with no specific term of appointment. Her appointment is however subject to, amongst others, early termination at any time by either party giving not less than three months’ notice in writing or payment in lieu of notice, and retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. Under the letter of appointment, Ms. Law will be entitled to an annual director’s fee in the sum of HK\$360,000 (excluding any discretionary bonus). Ms. Law’s remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Ms. Law has given confirmation of her independence in accordance with Rule 3.13 of the Listing Rules. The Company is of the view that Ms. Law meets the criteria of independence expected of an independent non-executive director under the Listing Rules and has the character, integrity, independence and experience required to fulfill and discharge the role and duties of an independent non-executive Director.

Save as disclosed above, as at the date of this announcement, Ms. Law (i) does not hold any position with the Company and any other members of the Group; (ii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules); (iii) does not have any interests in shares and underlying shares of the Company and any associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iv) does not hold any directorships in listed public companies in Hong Kong or overseas in the last three years; and (v) does not have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed in this announcement, there are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Ms. Law as an independent non-executive Director.

The Board would like to express its warmest welcome to Ms. Law for her new position in the Company.

By Order of the Board  
**Wise Ally International Holdings Limited**  
**Chu Wai Hang Raymond**  
*Chairman, Executive Director and*  
*Chief Executive Officer*

Hong Kong, 1 June 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Chu Wai Hang Raymond, Mr. Chu Man Yin Arthur Newton and Mr. Lau Shui Fung; and the independent non-executive directors of the Company are Ms. Elizabeth Law, Mr. Lee Wa Lun Warren and Mr. Szeto Yuk Ting.*