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WAN LEADER INTERNATIONAL LIMITED

萬勵達國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8482)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS; CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND COMPLIANCE WITH THE GEM LISTING RULES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (“**Director(s)**”) of Wan Leader International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 9 October 2024,

1. Mr. Tam Chi Ming George (譚志明) (“**Mr. Tam**”) has been appointed as an independent non-executive Director, a member of each of the audit committee, remuneration committee and nomination committee of the Company; and
2. Mr. Wan San Fai Vincent (溫新輝) (“**Mr. Wan**”) has been appointed as an independent non-executive Director, the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Company.

The biographical details of Mr. Tam are set out below:

Mr. Tam, aged 49, has over 15 years of experience in financial management, operation and compliance. Mr. Tam has been working as the chief investment officer at Hengli Investments Holding (Group) Limited since March 2014, where he is responsible for deal structuring and execution, financial management and project financing. From January 2010 to February 2014, Mr. Tam worked as the chief financial officer and company secretary at Sinoref Holdings Limited (now known as Cybernaut International Holdings Company Limited) (stock code: 1020), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). From January 2006 to August 2008, Mr. Tam worked for KPMG Corporate Finance Limited as a senior manager and was responsible

for financial due diligence and executing merger and acquisition transactions. From July 2004 to December 2005, he worked as the finance manager at Messe Dusseldorf (China) Limited and was responsible for financial management and overseeing the business operations of the group. From December 2002 to July 2004, Mr. Tam worked as the financial controller and company secretary at AGL MediaTech Holdings Limited (stock code: 8192), a company listed on GEM of the Stock Exchange from November 2002 to April 2021. From September 1997 to October 2001, Mr. Tam worked as a senior associate at PricewaterhouseCoopers.

Mr. Tam is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Chartered member of the Royal Institution of Chartered Surveyors. Mr. Tam obtained a bachelor's degree in Accountancy from the Hong Kong Polytechnic University in 1997 and a master's degree in Business Administration from the University of London in 2007.

Mr. Tam has entered into a service agreement with the Company for a term of three years, which may be terminated by either party giving not less than three months' written notice. The appointment of Mr. Tam is also subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Pursuant to his service agreement, Mr. Tam is entitled to receive an annual remuneration of approximately HK\$120,000, which is determined by the Board after considering a range of factors, including salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Tam, the Company's performance and profitability and prevailing market benchmark. His future remuneration will be subject to review by the remuneration committee of the Company from time to time pursuant to the power conferred to it by the Board.

As at the date of this announcement, save as disclosed above, Mr. Tam (i) does not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (having the meaning ascribed to them under the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of the Stock Exchange) of the Company; (iii) does not hold any position of the Company and other companies within the Group; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Tam has confirmed that (i) he has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules; (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

As at the date of this announcement, save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company in relation to the aforesaid appointment of Mr. Tam.

The biographical details of Mr. Wan are set out below:

Mr. Wan, aged 50, has over 25 years of experience in auditing, accounting and financial management. Mr. Wan has been working as the company secretary of Pan Asia Environment Protection Group Limited (stock code: 556), a company listed on the Main Board of the Stock Exchange, since March 2007 and its chief financial officer from March 2007 to March 2024. Mr. Wan has been appointed as an independent non-executive director of China Oriented International Holdings Limited (stock code: 1871), a company listed on the Main Board of the Stock Exchange, since 1 March 2023. Mr. Wan has also been appointed as an independent non-executive director of Yue Kan Holdings Limited (now known as Tian Cheng Holdings Limited) (stock code: 2110), a company listed on the Main Board of the Stock Exchange, since 1 November 2022.

Mr. Wan obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University in November 1996. He is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Wan has entered into a service agreement with the Company for a term of three years, which may be terminated by either party giving not less than three months' written notice. The appointment of Mr. Wan is also subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Pursuant to his service agreement, Mr. Wan is entitled to receive an annual remuneration of approximately HK\$120,000, which is determined by the Board after considering a range of factors, including salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Wan, the Company's performance and profitability and prevailing market benchmark. His future remuneration will be subject to review by the remuneration committee of the Company from time to time pursuant to the power conferred to it by the Board.

As at the date of this announcement, save as disclosed above, Mr. Wan (i) does not hold any other directorship in the last three years in other public company the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (having the meaning ascribed to them under the GEM Listing Rules) of the Company; (iii) does not hold any position of the Company and other companies within the Group; and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Wan has confirmed that (i) he has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules; (ii) he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

As at the date of this announcement, save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company in relation to the aforesaid appointment of Mr. Wan.

The Board would like to express its warmest welcome to Mr. Tam and Mr. Wan on their appointments.

COMPLIANCE WITH THE GEM LISTING RULES

Immediately following the appointment of Mr. Tam and Mr. Wan as the independent non-executive Directors, the Company has complied with the following requirements: (i) the requirement under Rule 5.05(1) of the GEM Listing Rules that the board of directors of an issuer must include at least three independent non-executive directors; (ii) the requirement under Rule 5.28 of the GEM Listing Rules and the terms of reference of the audit committee of the Company that the audit committee must comprise a minimum of three members; (iii) the requirement under Rule 5.34 of the GEM Listing Rules that the remuneration committee must be chaired by an independent non-executive director and comprising a majority of independent non-executive directors; (iv) the requirement that the remuneration committee shall comprise a minimum of three members pursuant to the terms of reference of the remuneration committee of the Company; (v) the requirement under Rule 5.36A of the GEM Listing Rules that the nomination committee must comprise a majority of independent non-executive directors; and (vi) the requirement that the nomination committee shall comprise a minimum of three members under the terms of reference of the nomination committee of the Company.

By order of the Board
Wan Leader International Limited
Loy Hak Yu Thomas
Chairman and Executive Director

Hong Kong, 9 October 2024

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Loy Hak Yu Thomas, Mr. Yan Ximao and Ms. Qu Tianyun; and four independent non-executive Directors, namely, Mr. Ho Yuk Ming Hugo, Mr. Chow Chi Wing, Mr. Tam Chi Ming George and Mr. Wan San Fai Vincent.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at www.wanleader.com.