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NVC International Holdings Limited
雷士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2222)

**(1) APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
(2) CHANGE OF MEMBERS OF
BOARD COMMITTEES, AND
(3) REQUISITION BY A SHAREHOLDER FOR
APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AT AN EXTRAORDINARY GENERAL MEETING**

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of NVC International Holdings Limited (the “**Company**”) is pleased to announce that Mr. Chen Hong (陳弘) (“**Mr. Chen**”) has been appointed as an independent non-executive director of the Company with effect from 1 December 2021.

Mr. Chen, aged 56, served as an engineer of Guangzhou Wenchong Shipyard Co., Ltd. * (廣州文沖船廠有限責任公司) from September 1986 to January 1991. From July 2002 to July 2020, Mr. Chen served as a lawyer of Guangdong Yinghui Law Firm* (廣東盈輝律師事務所). Since August 2020, he has been serving as a lawyer of Guangdong Jiegao Law Firm* (廣東捷高律師事務所). Mr. Chen graduated from Dalian Institute of Technology* (大連工學院) (currently known as Dalian University of Technology* (大連理工大學)) and obtained a bachelor’s degree in ship engineering in July 1986. He also obtained the legal professional qualification certificate from the Ministry of Justice of the People’s Republic of China in September 2002.

Save as disclosed above, Mr. Chen has not held any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Chen does not have any relationships with other directors, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)), or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Chen does not have any interests in nor is he deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the Securities and Futures Ordinance.

Mr. Chen has entered into a letter of appointment with the Company for a term of three years, unless terminated by not less than three calendar months’ notice in writing served by either party on the other. He 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 Listing Rules and the articles of association of the Company (the “**Articles**”). Pursuant to the letter of appointment, the director’s fee payable to Mr. Chen is HK\$300,000 per annum. His director’s emoluments are determined based on the Company’s operating results, personal performance and comparable market statistics.

Save as disclosed above, there is no other information which is disclosable pursuant to the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Chen that need to be brought to the attention of the shareholders of the Company.

(2) CHANGE OF MEMBERS OF BOARD COMMITTEES

Following the appointment of Mr. Chen as an independent non-executive director of the Company and with effect from 1 December 2021, the Board announces that Mr. Chen has also been appointed as a member of the audit committee and a member of the nomination committee of the Company (collectively, the “**Change of Members of Board Committees**”).

With the appointment of Mr. Chen as independent non-executive director of the Company and the Change of Members of Board Committees, the Company has fully complied with the minimum number of independent non-executive directors requirement under Rules 3.10(1) and 3.10A of the Listing Rules, the composition requirement of the audit committee under Rule 3.21 of the Listing Rules, and the composition requirement of the nomination committee under Code Provision A.5.1 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules.

The Board would like to welcome Mr. Chen as a member of the Board.

(3) REQUISITION BY A SHAREHOLDER FOR APPOINTMENT OF NON-EXECUTIVE DIRECTOR AT AN EXTRAORDINARY GENERAL MEETING

On 28 October 2021, the Company received a requisition notice (the “**Requisition Notice**”) from Elec-Tech International (H.K.) Company Limited (the “**Requesting Shareholder**”) pursuant to article 58 of the Articles. In the Requisition Notice, the Requesting Shareholder nominated Mr. JI Qingbin to be elected as a non-executive director of the Company in the Company’s extraordinary general meeting (the “**EGM**”).

The Company has confirmed that the Requesting Shareholder is a shareholder of the Company holding approximately 17.51% of the Company’s issued share capital as at the date of the Requisition Notice.

The Company has sought legal advice as to Cayman Islands laws on the validity, legality and procedural regularity of the Requisition Notice and the resolution proposed in the Requisition Notice. Pursuant to article 83(2) of the Articles, subject to the Articles and the Companies Law of the Cayman Islands, the Company may by ordinary resolution elect any person to be a director of the Company either to fill a casual vacancy on the Board, or as an addition to the existing Board.

Pursuant to article 58 of the Articles, the relevant EGM shall be held within two months after the deposit of the Requisition Notice. A notice convening the EGM will be published and despatched to the shareholders of the Company in due course.

By Order of the Board
NVC International Holdings Limited
WANG Donglei
Chairman

Hong Kong, 1 December 2021

As at the date of this announcement, the Board consists of the following directors:

Executive Directors:

WANG Donglei
CHAN Kim Yung, Eva
XIAO Yu
CAO Qin

Non-executive Directors:

WANG Keven Dun
YE Yong

Independent Non-executive Directors:

LEE Kong Wai, Conway
WANG Xuexian
CHEN Hong