

# TARGET

## Intelligence Report

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HOSA INTERNATIONAL LTD:

ONE HAS TO PONDER: WHO IS MINDING THE STORE ?

The last two Independent Non-Executive Directors of Hosa International Ltd () (Code: 2200, Main Board, The Stock Exchange of Hongkong Ltd) have resigned, en masse.

This leaves no Independent Non-Executive Directors on the Board of Directors of the Company.

On Friday, January 17, 2020, Mr Shi Hong Liu (), Chairman of Hosa International Ltd, caused to have published the following announcement:

*‘The Board of Directors hereby announces that:*

- ‘1. Mr. YAO Ge () (“**Mr. YAO**”) has resigned as an independent non-executive director, a member of the Audit Committee, the chairman of the Nomination Committee, the chairman of the Remuneration Committee of the Company, in order to devote more time on his other business commitments, with effect from 17 January 2020; and*

2. Mr. HE Wenyi () (“**Mr. HE**”) has resigned as an independent non-executive director of the Company, a member of the Audit Committee of the Company, the Nomination Committee and Remuneration Committee of the Company, in order to devote more time to develop his own business, with effect from 17 January 2020.

‘Each of Mr. YAO and Mr. HE confirmed that he has no claim whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there is no disagreement with the Board and there is no matter relating to his resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

‘Upon resignation of Mr. YAO, the position of the chairman of the Nomination Committee and Remuneration Committee of the Company becomes vacant.

‘The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. YAO and Mr. HE for their valuable contributions to the Company during their tenure of office.

#### **‘NON-COMPLIANCE WITH RULES 3.10 AND 3.21 OF THE LISTING RULES**

‘According to Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Company is required to have at least three independent non-executive directors. According to Rule 3.10(2) of the Listing Rules, at least one of the independent non-executive directors of the Company must have appropriate professional qualifications or accounting or related financial management expertise (the “**Qualification**”). According to Rule 3.21 of the Listing Rules, the audit committee of the Company must comprise a minimum of three members, and at least one of whom is an independent non-executive director who has the Qualification.

‘Following the resignation of Mr. YAO and Mr. HE:

- ‘1. there will be no independent non-executive directors on the Board, falling below the minimum number required under Rule 3.10(1) of the Listing Rules;
- ‘2. there will be no independent non-executive director of the Company who has the Qualification as required under Rule 3.10(2) of the Listing Rules; and

- '3. the audit committee of the Company would comprise no independent non-executive director with the Qualification as required under Rule 3.21 of the Listing Rules; and
- '4. there will be no member in the Audit Committee of the Company, below the minimum number as required under Rule 3.21 of the Listing Rules.

*'The Company is endeavoring to identify a suitable candidate to act as an additional independent non-executive director of the Company to meet the requirement set out in Rules 3.10 and 3.21 of the Listing Rules as soon as practicable, and in any event within three months as required under Rules 3.11 and 3.23 of the Listing Rules, and will make further announcements as and when appropriate.'*

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