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CHINA ALL NATION INTERNATIONAL HOLDINGS GROUP LIMITED

中國全民國際控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8170)

NOTICE TO COMMENCE DELISTING PROCEDURES

This is made by China All Nation International Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company has received a letter (the “**Letter**”) dated 3 May 2019 from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), which serves as a notice to the Company that the Stock Exchange has decided to suspend trading in the shares of the Company under Rule 9.04(3) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) as the Stock Exchange considers that the Company has failed to maintain a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the Stock Exchange to warrant its continued listing under the Rule 17.26 of the GEM Listing Rules (the “**Decision**”).

The Decision was made having considered, among others, the following:

Original Businesses

1. Since the financial year ended 31 July 2016, the project management business and the engineering consulting business (the “**Original Businesses**”) of the Company have deteriorated to a minimal level of operation. The Stock Exchange is of the view that the Original Businesses essentially ceased after the departure of Dr. Li Kai Shun (the former executive director and former chairman of the board of directors of the Company) and other original executive directors and experts. The Stock Exchange concerns the viability and sustainability of the Original Businesses.

New Businesses

2. The Group started two new businesses in 2016 and 2018, i.e. the interior design and decoration business and the sub-leasing business, respectively (collectively, the “**New Businesses**”).

3. The Company has no prior experience or expertise in operating the interior design and decoration business, with limited operation history and minimal profits or loss. The Company relied on Mr. Yeung, the joint venture partner, to source new customers. The Stock Exchange concerns whether the Company is able to (i) obtain new projects or expand customer base independently; and (ii) develop the interior design and decoration business without relying on Mr. Yeung.
4. The Stock Exchange concerns whether the chief operating officer of the Company, Mr. So Chi Wai, is able to improve the operation of the Company.
5. The sub-leasing company of the Group was newly established and prior to the acquisition, it had minimal operation with net profit of RMB10,276 in 2017. The Stock Exchange concerns whether the sub-leasing business is viable and sustainable and is a business of substance as there is no concrete information on the business model, operation and profitability of the sub-leasing business.

Assets

6. As of 31 January 2019, the Company has total assets of approximately HK\$94 million (mostly bank balances and cash) and the Company planned to apply approximately HK\$46 million to develop the sub-leasing business, the Stock Exchange considers the operation of which does not appear to support viable and sustainable business and/or business of substance.

Pursuant to the Letter, in view of the Decision, the Company is required to re-comply with Rule 17.26 of the GEM Listing Rules and it will have a remedial period of 12 months to re-comply with Rule 17.26 of the GEM Listing Rules. If the Company fails to do so by the expiry of the 12-month period (i.e., 2 May 2020), the Stock Exchange will proceed with cancellation of the Company's listing under Rule 9.14 of the GEM Listing Rules.

Under Rule 4.06(1) of the GEM Listing Rules, the Company has the right to have the Decision referred to the GEM Listing Committee for review. The board (the "**Board**") of the directors (the "**Directors**") of the Company is still in the process of reviewing the Letter and is discussing the same with the Company's legal advisers, and will actively consider lodging a request to refer the Decision to the GEM Listing Committee for review.

The Directors would like to remind the shareholders of the Company and potential investors that (i) the Company may or may not proceed with the review by the GEM Listing Committee; and (ii) the outcome of such review is uncertain, if undertaken.

Further announcements will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules. Shareholders who have any queries about the implications of the Decision are advised to obtain appropriate professional advice.

By order of the Board
China All Nation International Holdings Group Limited
Lin Ye
Chairman

Hong Kong, 3 May 2019

As at the date of this announcement, the executive Directors are Mr. Lin Ye, Mr. Au Siu Chung, Mr. Long Jie, Mr. Yuan Shuang Shun and Ms. Xiao Yi Liao Ge; and the independent non-executive Directors are Ms. Kwong Ka Ki, Mr. Yu Hua Chang and Ms. Guo Liying.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.allnationinternational.com.