
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **YUNHONG GUIXIN GROUP HOLDINGS LIMITED** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 circular 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 circular misleading.

Yunhong Guixin Group Holdings Limited

運鴻硅鑫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8349)

**(1) PROPOSALS FOR GRANT OF ISSUE MANDATE AND
REPURCHASE MANDATE;
(2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND
AMENDED AND RESTATED MEMORANDUM AND ARTICLES
OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“**AGM**”) of the Company to be held at Suite 3318, 33/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 9 June 2022 at 3:00 p.m. is set out on pages 26 to 30 of this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Shareholders are strongly encouraged to exercise their voting rights at the AGM by appointing the chairman of the AGM as their proxy. Shareholders who do not intend to attend the AGM and wish to exercise their voting rights are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on the prevailing Hong Kong Government regulations. Shareholders are strongly encouraged to exercise their voting rights at the AGM by appointing the chairman of the AGM as proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM or any adjourned meetings in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

29 April 2022

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Government of HKSAR (the “**Government**”) at <https://www.chp.gov.hk/en/features/102742.html>), the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Compulsory body temperature checks for all attendees at the entrance of the AGM venue. Any person with a body temperature of 37.4 degrees Celsius or above will not be allowed to attend the AGM.
- (ii) Prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM.
- (iii) All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the AGM.
- (iv) Appropriate proper distance between seats in line with the guidance from the Government will be maintained. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (v) No refreshments and gifts will be provided at the AGM.

To the extent permitted under the laws, regulations and the GEM Listing Rules, the Company reserves the right to deny entry into the AGM venue or require any person, who does not comply with the precautionary measures, to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In light of the continuing risks posed by COVID-19, the Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

The proxy form is attached to this circular for Shareholders. Alternatively, the proxy form can be downloaded from the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at <http://www.nantongrate.com>. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to send their questions to the Company’s principal place of business in Hong Kong, at Room 1603, 16/F China Building, 29 Queen’s Road Central, Hong Kong no later than two days prior to the date of the AGM.

PRECAUTIONARY MEASURES FOR THE AGM

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

Subject to the development of the COVID-19 situation, the Company may implement and/or adjust precautionary measures for the AGM at short notice as the public health situation changes, and may issue further announcement(s) on such measures as and when appropriate.

Health education materials and up-to-date development on COVID-19 can be found on the website of Centre for Health Protection (www.chp.gov.hk) and the website of the Government on COVID-19 (www.coronavirus.gov.hk).

If Shareholders have any questions relating to the AGM, please contact the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Suite 3318, 33/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 9 June 2022 at 3:00 p.m.
“AGM Notice”	the notice convening the AGM set out on pages 26 to 30 of this circular
“Articles of Association”	the articles of association of the Company adopted on 16 December 2016 and as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Company”	YUNHONG GUIXIN GROUP HOLDINGS LIMITED, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“core connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with the Shares of up to 20% of the total number of issued Shares on the date of AGM as set out in resolution number 4 of the AGM Notice
“Latest Practicable Date”	26 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	13 January 2017, being the date of listing of the Shares on GEM

DEFINITIONS

“Proposed Amendments”	proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the company adopted on 16 December 2016
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares of up to 10% of the total number of issued Shares on the date of AGM, as set out in resolution number 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD

Yunhong Guixin Group Holdings Limited

運鴻硅鑫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8349)

Executive Directors:

Mr. Li Yubao
Ms. Zhang Yaping
Ms. Shi Dongying

Registered Office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent non-executive Directors:

Mr. Lee Man Tai
Mr. Tam Tak Kei Raymond
Mr. Ng Sai Leung

Principal Place of Business in Hong Kong:

Room 1603, 16/F China Building
29 Queen's Road Central
Hong Kong

29 April 2022

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSALS FOR GRANT OF ISSUE MANDATE AND
REPURCHASE MANDATE;
(2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND
AMENDED AND RESTATED MEMORANDUM AND ARTICLES
OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) provide you with details of the Proposed Amendments; and (v) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 29 June 2021. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with the Shares of up to 20% of the total number of issued Shares as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with the Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**").

Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 80,000,000 new Shares under the Issue Mandate, representing 20% of the total number of issued Shares as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 29 June 2021. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase the Shares of up to 10% of the total number of issued Shares as at the date of the passing of the proposed resolution. The Repurchase Mandate allows the Company to make purchases during the Relevant Period.

Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 40,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of issued Shares as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, Mr. Ng Sai Leung and Mr. Tam Tak Kei Raymond will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

In proposing Mr. Ng Sai Leung and Mr. Tam Tak Kei Raymond to be re-elected as independent non-executive Directors respectively at the AGM, the Board has considered the respective contributions of Mr. Ng Sai Leung and Mr. Tam Tak Kei Raymond to the Board and their commitment to their roles. Mr. Ng Sai Leung has extensive experience in corporate finance and accounting, and Mr. Tam Tak Kei Raymond has extensive experience in accounting and management.

The Board considered that in view of their different educational backgrounds and professional knowledge and experience as mentioned above and set out in Appendix II to this circular, Mr. Ng Sai Leung and Mr. Tam Tak Kei Raymond as independent non-executive Directors, will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity (in particular in terms of skills) of the Board.

The Board also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules of Mr. Ng Sai Leung and Mr. Tam Tak Kei Raymond respectively, and is satisfied with their independence.

The nomination committee of the Company, after having reviewed the profiles and the contributions of the retiring Directors, namely Mr. Ng Sai Leung and Mr. Tam Tak Kei Raymond, who are subject to re-election at the AGM, reported to the Board on proposing the re-election of the said Directors at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

PROPOSED AMENDMENTS

In order to further improve the corporate governance of the Company and to conform to the Core Standards for shareholder protection, the Board resolved on 25 April 2022 to propose to make amendments to certain articles in the Memorandum and the Articles of Association.

Detailed information of the Proposed Amendments is set out in the Appendix III to this circular. The Board also proposes to the AGM to authorise the management of the Company to make relevant arrangements regarding the registration and the filing procedures in relation to the Proposed Amendments.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Suite 3318, 33/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 9 June 2022 at 3:00 p.m. is set out on pages 26 to 30 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

RECOMMENDATION

The Directors consider that all the proposed resolutions including the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors, the Proposed Amendments to the Memorandum and Articles of Association and adoption of the second amended and restated Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

By order of the Board

YUNHONG GUIXIN GROUP HOLDINGS LIMITED

Li Yubao

Chairman

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.

1. SHARE CAPITAL

Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 40,000,000 Shares during the Relevant Period.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	1.75	0.62
May	0.91	0.52
June	0.89	0.50
July	5.50	0.90
August	4.40	2.88
September	3.68	2.95
October	3.53	2.81
November	3.58	2.52
December	3.04	2.00
2022		
January	2.33	2.02
February	2.21	1.90
March	3.40	1.91
April (up to the Latest Practicable Date)	2.85	2.31

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
LF INTERNATIONAL PTE. LTD. (“ LF BVI ”) (<i>Note 1</i>)	123,600,000	Beneficial owner	30.90%	34.33%
LF INTERNATIONAL PTE. LTD. (“ LF Singapore ”) (<i>Note 1</i>)	123,600,000	Interest in a controlled corporation	30.90%	34.33%
Yunhong Group Co., Limited (“ Yunhong ”) (<i>Note 2</i>)	40,000,000	Beneficial owner	10.00%	11.11%
Mr. Wu Dong (“ Mr. Wu ”) (<i>Note 2</i>)	40,000,000	Interest in a controlled corporation	10.00%	11.11%
Mr. Li Yubao (“ Mr. Li ”) (<i>Notes 1 and 2</i>)	163,600,000	Interest in controlled corporations	40.90%	45.44%
Mr. Huang Xuechao	58,880,000	Beneficial owner	14.72%	16.36%
Mr. Yan Qixu	27,920,000	Beneficial owner	6.98%	7.76%

Notes:

1. LF BVI is incorporated in the British Virgin Islands and is wholly owned by LF Singapore (with the same name as LF BVI and incorporated in Singapore with limited liability), which is in turn wholly owned by Mr. Li. Therefore, each of LF Singapore and Mr. Li is deemed or taken to be interested in the Shares held by LF BVI for the purposes of the SFO.
2. Mr. Wu holds approximately 93.67% equity interest in Yunhong, which in turn beneficially owns 40,000,000 Shares (representing 10% of the total number of issued Shares). Therefore, Mr. Wu is deemed or taken to be interested in the Shares held by Yunhong for the purposes of the SFO. Among this 93.67% equity interest in Yunhong, 92% is held by Mr. Wu on behalf of Mr. Li pursuant to the nominee shareholding arrangements between Mr. Wu and Mr. Li. Hence, Mr. Li is regarded as the ultimate controlling shareholder of Yunhong and therefore Mr. Li is deemed or taken to be interested in the Shares held by Yunhong for the purpose of the SFO.

Mr. Li is the ultimate controlling shareholder of both Yunhong and LF BVI; therefore, Mr. Li, Yunhong and LF BVI are presumed to be parties acting in concert under Class (8) of the definition of “Acting in concert” under the Takeovers Code. Assuming that there is no change in the number of issued Shares prior to the AGM, in the event that the Repurchase Mandate is exercised in full, the percentage shareholding in Shares held by Mr. Li and parties acting in concert with him would be increased from 40.90% to approximately 45.44%, and hence Mr. Li and parties acting in concert with him will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase the Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the Shares which are held by the public falling below 25% of the total number of issued Shares, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 December 2021 (being the date to which the latest audited accounts of the Company have been made up) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate to the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

The following are particulars of the Directors proposed to be re-elected at the AGM:

Mr. Ng Sai Leung (吳世良) (“Mr. Ng”)

Mr. Ng, aged 49, was appointed as an independent non-executive Director on 16 December 2016. He is responsible for supervising and providing independent advice on the operation and management of the Group. He is also the chairman of the audit committee and a member of the nomination committee of the Company.

Mr. Ng obtained a bachelor degree in business administration from The University of Hong Kong in November 1995 and a master degree in business administration from The Chinese University of Hong Kong in December 2002. Mr. Ng is a fellow of American Institute of Certified Public Accountant and a Chartered Financial Analyst.

Mr. Ng has over 20 years of experience in corporate finance and accounting, including managing various initial public offerings, advising listed companies on mergers and acquisitions, reverse takeovers, privatisations, fund raising exercises and other corporate advisory transactions. Mr. Ng previously worked as an auditor in Ernst & Young Global Limited from August 1995 to March 1997, a junior internal officer in the private banking division of UBS Securities Asia Limited (previously known as Swiss Bank Corporation Hong Kong Branch) from March 1997 to February 1998, and an officer in the Compliance Department in Hong Kong Futures Exchange Limited from March 1998 to September 1999. He worked in the corporate finance department of Tai Fook Capital Limited, now known as Haitong International Capital Limited, as an assistant manager, a manager and a senior manager respectively from September 1999 to April 2004. From April 2004 to May 2006, he consecutively worked as a senior manager and an associate director in Masterlink Securities (Hong Kong) Corporation Limited. Mr. Ng worked in CIMB Securities (Hong Kong) Limited as a vice president and a senior vice president of corporate finance division from June 2006 to August 2010 respectively. From August 2010 to January 2015, he worked as a director in the investment banking department of CMB International Capital Corporation Limited. Mr. Ng was a managing director of VBG Capital Limited from January 2015 to August 2019. He has been appointed as the Managing Director and Head of Corporate Finance for Shanxi Securities International Capital Limited in August 2019. Mr. Ng is an independent non-executive director of Dongguang Chemical Limited (stock code: 1170) since June 2017.

Save as disclosed above, Mr. Ng (i) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications. Mr. Ng does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and she has no interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Ng as an independent non-executive Director, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Tam Tak Kei Raymond (譚德機) (“Mr. Tam”)

Mr. Tam, aged 58, was appointed as an independent non-executive Director on 16 December 2016. He is responsible for supervising and providing independent advice on the operation and management of the Group. He is also the chairman of the remuneration committee and a member of each of the audit committee and risk management committee of the Company.

Mr. Tam obtained a bachelor degree of arts in accounting with computing from the University of Kent at Canterbury, United Kingdom in July 1985. He is an associate member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Tam has been an independent non-executive director of Green Economy Development Limited (stock code: 1315), CNQC International Holdings Limited (stock code: 1240) and Kingland Group Holdings Limited (stock code: 1751) since December 2011, September 2012 and May 2020 respectively. He was also an independent non-executive director of Li Bao Ge Group Limited (stock code: 1869) during the period from June 2016 to February 2020.

Save as disclosed above, Mr. Tam (i) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications. Mr. Tam does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no interest in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Tam as an independent non-executive Director, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

In order to further improve the corporate governance of the Company and to conform to the Core Standards for shareholder protection, the Board resolved on 25 April 2022 to propose to make the Proposed Amendments as follows:

- i. replacing all references to “MEIGU Technology Holding Group Limited 美固科技控股集團有限公司” with “Yunhong Guixin Group Holdings Limited 運鴻硅鑫集團控股有限公司” in both Memorandum and Articles of Association;
- ii. the address of Appleby’s Hong Kong Office be replaced by “Suites 4201-03 & 12, 42/F, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong”;
- iii. the registered office of the Company be replaced by “Ocorian Trust (Cayman) Limited (formerly known as Estera Trust (Cayman) Limited), Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands”;
- iv. replacing all references to “Companies Law” with “Companies Act” and replacing all references to “Law” with “Act” in both Memorandum and Articles of Association;
- v. other amendments to the Articles of Association as follows:

Original articles of Articles of Association	Amended articles of Articles of Association
Left margin note to Article 1(d) App.13 Part B Para 1	Left margin note to Article 1(d) App.13 Part B Para 1
Left margin note to Article 2 App.13 Part B Para 1	Left margin note to Article 2 App.13 Part B Para 1 <u>13 Para 16</u>
Left margin note to Article 3 App.3 Para 6(1)	Left margin note to Article 3 App.3 Para 6(1)
Left margin note to Article 4 App.3 Para 2(2)	Left margin note to Article 4 App.3 Para 2(2)
Left margin note to Article 5(a) App.3 Para 6(2) App.13 Part B Para 2(1)	Left margin note to Article 5(a) App.3 Para 6(2) <u>15</u> App.13 Part B Para 2(1)

Left margin note to Article 6 App.3 Para 9	Left margin note to Article 6 App.3 Para 9
Left margin note to Article 8 App.3 Para 6(1)	Left margin note to Article 8 App.3 Para 6(1)
Left margin note to Article 10 App.3 Para 6(1)	Left margin note to Article 10 App.3 Para 6(1)
Left margin note to Article 15(c) App.3 Para 8(1) 8(2) Article 15 (c) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike. (d) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share. (e) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.	Left margin note to Article 15(c) App.3 Para 8(1) 8(2) Article 15 (c) Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike. (c) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share. (e) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.
Left margin note to Article 17(b) App.13 Part B Para 3(2)	Left margin note to Article 17(b) App.13 Part B Para 3(2)
Left margin note to Article 17(c) App.13 Part B Para 3(2)	Left margin note to Article 17(c) App.13 Part B Para 3(2) <u>3 para 20</u>

APPENDIX III**DETAILS OF PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Left margin note to Article 17(d) App.13 Part B Para 3(2)	Left margin note to Article 17(d) App.13 Part B Para 3(2) <u>App.3 para 20</u>
Left margin note to Article 19 App.3 Para 2(1)	Left margin note to Article 19 App.3 Para 2(1)
Left margin note to Article 20 App.3 Para 10(1); 10(2)	Left margin note to Article 20 App.3 Para 10(1); 10(2)
Left margin note to Article 21 App.3 Para 1(3)	Left margin note to Article 21 App.3 Para 1(3)
Left margin note to Article 23 App.3 Para 1(2)	Left margin note to Article 23 App.3 Para 1(2)
Left margin note to Article 38 App.3 Para 3(1)	Left margin note to Article 38 App.3 Para 3(1)
Left margin note to Article 40 App.3 Para 1(1)	Left margin note to Article 40 App.3 Para 1(1)
Left margin note to Article 42 App.3 Para 1(2)	Left margin note to Article 42 App.3 Para 1(2)
Left margin note to Article 43 (a) App.3 Para 1(1)	Left margin note to Article 43(a) App.3 Para 1(1)

<p>Left margin note to Article 62</p> <p>App.13 Part B Para 3(3); 4(2)</p> <p>Article 62</p> <p>At all times during the Relevant Period other than the year of the Company’s adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>	<p>Left margin note to Article 62</p> <p>App.13 Part B Para 3(3); 4(2)<u>3 Para 14(1)</u></p> <p>Article 62</p> <p>At all times during the Relevant Period other than the <u>financial</u> year of the Company’s adoption of these Articles, the Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it.;and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>
	<p>Add left margin note to Article 64</p> <p><u>App.3 Para 14(5)</u></p>
<p>Left margin note to Article 65</p> <p>App.13 Part B Para 3(1)</p>	<p>Left margin note to Article 65</p> <p>App.13 Part B Para 3(1)<u>3 Para 14(2)</u></p>

	<p>Article 67A</p> <p><u>67A</u></p> <p><u>All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p> <p>Left margin note to Article 67A</p> <p><u>App.3 Para 14(3)</u></p> <p>Right margin note to Article 67A</p> <p><u>Speaking at general meetings</u></p>
Left margin note to Article 72	Left margin note to Article 72
App.13 Part B Para 2(3)	App.13 Part B Para 2(3)
Left margin note to Article 79	Left margin note to Article 79
App.3 Para 6(1)	App.3 Para 6(1) <u>14(3)</u>
Left margin note to Article 79A	Left margin note to Article 79A
App.3 Para 14	App.3 Para 14 <u>(3)(4)</u>
Left margin note to Article 85	Left margin note to Article 85
App.13 Part B Para 2(2)	App.13 Part B Para 2(2) <u>3 Para 18</u>
Left margin note to Article 87	Left margin note to Article 87
App.3 Para 11(2)	App.3 Para 11(2) <u>18</u>
Left margin note to Article 89	Left margin note to Article 89
App.3 Para 11(1)	App.3 Para 11(1)

<p>Left margin note to Article 92 (b)</p> <p>App.13 Part B Para 6 Article 92</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.</p>	<p>Left margin note to Article 92 (b)</p> <p>App.13 Part B Para 6 <u>Para 19</u> Article 92</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands <u>and the right to speak.</u></p>
<p>Left margin note to Article 104 (a)</p> <p>App.13 Part B Para 5(4)</p>	<p>Left margin note to Article 104 (a)</p> <p>App.13 Part B Para 5(4)</p>
<p>Left margin note to Article 104 (b)</p> <p>App.13 Part B Para 5(2)</p>	<p>Left margin note to Article 104 (b)</p> <p>App.13 Part B Para 5(2)</p>
<p>Left margin note to Article 107 (a)</p> <p>App.13 Part B Para 5(3)</p>	<p>Left margin note to Article 107 (a)</p> <p>App.13 Part B Para 5(3)</p>
<p>Left margin note to Article 107 (d)</p> <p>App.3 Para 4(1) App.3 Note 1</p>	<p>Left margin note to Article 107 (d)</p> <p>App.3 Para 4(1) App.3 Note 1</p>

<p>Article 112</p> <p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>	<p>Article 112</p> <p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>
<p>Left margin note to Article 113</p> <p>App.3 Para 4(4); 4(5)</p>	<p>Left margin note to Article 113</p> <p>App.3 Para 4(4); 4(5)</p>
<p>Left margin note to Article 114</p> <p>App.3 Para 4(3) App.13 Part B Para 5(1) Article 114</p> <p>The Company may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.</p>	<p>Left margin note to Article 114</p> <p>App.3 Para 4(3) App.13 Part B Para 5(1) Article 114</p> <p>The Company <u>Shareholders</u> may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.</p>

<p>Left margin note to Article 147</p> <p>App.3 Para 2(1)</p>	<p>Left margin note to Article 147</p> <p>App.3 Para 2(1)</p>
<p>Left margin note to Article 168</p> <p>App.3 Para 3(2)</p>	<p>Left margin note to Article 168</p> <p>App.3 Para 3(2)</p>
<p>Left margin note to Article 172</p> <p>App.13 Part B Para 4(1)</p> <p>Article 172</p> <p>The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies Law necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions.</p>	<p>Left margin note to Article 172</p> <p>App.13 Part B Para 4(1)</p> <p>Article 172</p> <p>The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies ActLaw necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.</u></p>
<p>Left margin note to Article 175 (a)</p> <p>App.13 Part B Para 3(3)</p>	<p>Left margin note to Article 175(a)</p> <p>App.13 Part B Para 3(3)</p>
<p>Left margin note to Article 175 (b)</p> <p>App.3 Para 5 App.13 Part B Para 3(3); 4(2)</p>	<p>Left margin note to Article 175 (b)</p> <p>App.3 Para 5 App.13 Part B Para 3(3); 4(2)</p>

<p>Article 176</p> <p>(a) The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p>	<p>Add left margin note to Article 176 (a)</p> <p><u>App.3 Para 17</u></p> <p>Article 176</p> <p>(a) <u>The Shareholders may by Ordinary Resolution</u> The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <u>the Shareholders in general meeting by Ordinary Resolution or in such manner as the Shareholders may determine.</u> or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p>
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<p>Article 176</p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>	<p>Add left margin note to Article 176 (b)</p> <p><u>App.3 Para 17</u></p> <p>Article 176</p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>
<p>Left margin note to Article 177</p> <p>App. 13 Part B Para 4(2)</p>	<p>Left margin note to Article 177</p> <p>App. 13 Part B Para 4(2)</p>
<p>Left margin note to Article 180 (a)</p> <p>App.3 Para 7(1); 7(2)</p>	<p>Left margin note to Article 180 (a)</p> <p>App.3 Para 7(1); 7(2)</p>
<p>Left margin note to Article 181 (a)</p> <p>App.3 Para 7(3)</p>	<p>Left margin note to Article 181 (a)</p> <p>App.3 Para 7(3)</p>
	<p>Add Left margin note to Article 188</p> <p><u>App. 3 Para 21</u></p>
<p>Left margin note to Article 192</p> <p>App.3 Para 13(1)</p>	<p>Left margin note to Article 192</p> <p>App.3 Para 13(1)</p>
<p>Left margin note to Article 193(a)</p> <p>App.3 Para 13(2)(a) 13(2)(b)</p>	<p>Left margin note to Article 193(a)</p> <p>App.3 Para 13(2)(a) 13(2)(b)</p>

NOTICE OF AGM

Yunhong Guixin Group Holdings Limited

運鴻硅鑫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8349)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of YUNHONG GUIXIN GROUP HOLDINGS LIMITED (the “**Company**”) will be held at Suite 3318, 33/F., Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 9 June 2022 at 3:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2021.
2. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the board of Directors (the “**Board**”) to fix their remuneration;
3.
 - (a) To re-elect Mr. Ng Sai Leung (吳世良) as an independent non-executive Director;
 - (b) To re-elect Mr. Tam Tak Kei Raymond (譚德機) as an independent non-executive Director; and
 - (c) To authorise the Board to fix the remuneration of the Directors.
4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of the Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;

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- (c) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of issued shares of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

NOTICE OF AGM

5. **“THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
 - (c) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (d) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”
6. **“THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 4 as set out in this notice above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 5 as set out in this notice above, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution.”

NOTICE OF AGM

SPECIAL RESOLUTION

7. To consider as special business and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“THAT:

- (a) the second amended and restated memorandum and articles of association of the Company (a copy of which has been produced to this meeting and marked “A” and for the purpose of identification, initialed by the chairman of the annual general meeting), be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting; and
- (b) any director, company secretary or the registered office provider of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the second amended and restated memorandum and articles of association of the Company.”

By order of the Board
YUNHONG GUIXIN GROUP HOLDINGS LIMITED
Li Yubao
Chairman

Hong Kong, 29 April 2022

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

NOTICE OF AGM

5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution 5 above is set out in Appendix I to this circular.
7. In relation to resolution 3, Mr. Ng Sai Leung and Mr. Tam Tak Kei Raymond will retire from office at the Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
8. The transfer books and register of members of the Company will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022, both days inclusive. During such period, no share transfers will be affected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 2 June 2022.
9. A form of proxy for use by shareholders at the Meeting is enclosed.
10. To minimize the risks of infection of COVID-19, the Company will take precautionary measures at the Meeting, including:
 - compulsory body temperature checks for all attendees;
 - prohibition from attendance at the Meeting if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the Meeting;
 - compulsory wearing of surgical face masks throughout the Meeting;
 - maintaining proper distance between seats; and
 - no refreshments and gifts will be provided at the Meeting.
11. In light of the continuing risks posed by COVID-19, the Company strongly advises shareholders to appoint the chairman of the Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Meeting in person.
12. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the Meeting and precautionary measures and may issue further announcement on such measures as appropriate.