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Hyfusin Group Holdings Limited

凱富善集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8512)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 23 APRIL 2024

<p>The Board is pleased to announce that the special resolution as set out in the EGM Notice was duly passed by the Disinterested Shareholders by way of poll at the EGM held on 23 April 2024.</p>

Reference is made to the circular (the “**Circular**”) dated 5 April 2024 of Hyfusin Group Holdings Limited (the “**Company**”) and the notice of the extraordinary general meeting of the Company dated 5 April 2024 (the “**EGM Notice**”) in relation to, among other things, the Share Buy-back. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the special resolution as set out in the EGM Notice was duly passed by the Disinterested Shareholders by way of poll at the EGM.

The poll results of the EGM are as follows:

Special Resolution	Number of votes (approximate% of total number of shares voted)	
	For	Against
<p>THAT:</p> <p>(a) the Share Buy-back Agreement dated 20 February 2024 entered into between the Vendor and the Company in relation to the Share Buy-back of the Buy-back Shares in the issued share capital of the Company by the Company from the Vendor at the proposed total consideration of HK\$30,000,000 (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved;</p> <p>(b) the Share Buy-back and the transactions contemplated under the Share Buy-back Agreement be and are hereby approved; and</p> <p>(c) the Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Share Buy-back Agreement and the transactions contemplated thereunder (including but not limited to the cancellation of the Buy-back Shares).</p>	<p>643,520,000 (100.0000%)</p>	<p>0 (0.0000%)</p>
<p>As more than 75% of the votes were cast in favour of the above resolution, the resolution above was duly passed as a special resolution by the Disinterested Shareholders at the EGM.</p>		

Note: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Disinterested Shareholders who attended and voted at the EGM in person, by authorised corporate representative or by proxy.

As at the date of the EGM, the total number of issued Shares was 1,100,000,000 Shares, and a total of 181,500,000 shares were held by the Vendor, representing approximately 16.5% of the total issued share capital of the Company. As the Vendor has a material interest in the Share Buy-back, the Vendor and parties acting in concert with it had abstained from voting at the EGM as required under the Share Buy-backs Code, the Takeovers Code and the GEM Listing Rules. Accordingly, the total number of Shares entitling the Disinterested Shareholders to attend and vote for or against the resolution at the EGM was 918,500,000 Shares, representing approximately 83.5% of the total issued share capital of the Company. Save as disclosed above, no other Shareholder was required to abstain from voting on the resolution at the EGM.

There were no Shares entitling the Shareholders to attend and vote only against the resolution at the EGM. None of the Disinterested Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the resolution proposed at the EGM.

Union Registrars Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for vote-taking at the EGM.

Mr. Wong Man Chit, Mr. Wong Wai Chit, Mr. Chan Cheong Tat, Mr. Ho Chi Wai and Mr. Chu Kin Wang, Peleus attended the EGM either in person or by electronic means. The EGM was chaired by Mr. Ho Chi Wai.

FULFILLMENT OF CONDITIONS

As at the date of this announcement, all the conditions as set out in the letter from the Board contained in the Circular have been fulfilled. It is expected that Completion will take place on 24 April 2024. The Company will proceed to arrange for the cancellation of the Buy-back Shares after Completion.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of the EGM; and (ii) immediately upon Completion (assuming there is no other change in the shareholding structure of the Company from the date of the EGM up to Completion):

	As at the date of the EGM		Immediately upon Completion	
	Number of Shares	Approx. %	Number of Shares	Approx. %
AVW (Note 1)	643,500,000	58.50	643,500,000	70.06
The Vendor (Note 2)	181,500,000	16.50	–	–
Public Shareholders	275,000,000	25.00	275,000,000	29.94
Total	1,100,000,000	100.0	918,500,000	100.0

Notes:

1. AVW is beneficially owned as to 50% by Mr. Andrew Wong and 50% by Mr. Vincent Wong, both are executive Directors, and brothers of each other.
2. The Vendor is wholly-owned by Vibes HK, which is ultimately beneficially owned as to 50% by Ms. Li Yin Ping and 50% by Ms. Zheng Xiaochun.

Following Completion, the Company will continue to maintain the public float requirements under Rule 11.23(7) of the GEM Listing Rules.

By order of the Board
Hyfusin Group Holdings Limited
WONG Wai Chit
Chairman

Hong Kong, 23 April 2024

As at the date of this announcement, the Directors are:

EXECUTIVE DIRECTORS

Mr. Wong Wai Chit
Mr. Wong Man Chit

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Cheong Tat
Mr. Ho Chi Wai
Mr. Chu Kin Wang, Peleus

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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 Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting and will also be published on the Company’s website at www.hyfusingroup.com.