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

If you have sold or transferred all your shares in Yunhong Guixin Group Holdings Limited, you should at once hand this circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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) PROPOSED CHANGE OF AUDITOR; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 24 January 2025 at 10:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM 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 in person at the EGM or any adjournment thereof (as the case may be) should you so desire.

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

7 January 2025

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Yunhong Guixin Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8349)
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened on 24 January 2025, for approving the proposed appointment of CCTH CPA Limited as the auditor of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Share(s)”	ordinary share(s) of HKD0.01 each in the share capital of the Company
“Shareholder(s)”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HKD”	Hong Kong dollar, the lawful currency of Hong Kong

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 (*Chairman*)

Ms. Zhang Yaping

Ms. Shi Dongying

Ms. Jin Dan

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Independent non-executive Directors:

Ms. Long Mei

Mr. Wen Peng

Mr. Ng Sai Leung

Mr. Tam Tak Kei Raymond

Principal place of business in Hong Kong:

Room 1603, 16/F

China Building

29 Queen's Road Central

Central

Hong Kong

7 January 2025

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF AUDITOR;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular, of which this letter forms a part, is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM for the proposed appointment of CCTH CPA Limited as the Company's auditor and to give you a notice of the EGM.

2. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 27 December 2024 in relation to the resignation of Forvis Mazars CPA Limited and the proposed appointment of CCTH CPA Limited as the auditor of the Company.

LETTER FROM THE BOARD

With the recommendation of the Audit Committee, the Board has resolved to propose the appointment of CCTH CPA Limited as the auditor of the Company following the resignation of Forvis Mazars CPA Limited, and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the EGM.

The Audit Committee has considered a number of factors including but not limited to (i) the audit proposal of CCTH CPA Limited; (ii) its experience in handling audit works for companies listed on the Stock Exchange, its industry knowledge, technical competence, expertise and performance capability; (iii) its resources allocation, quality and capabilities including manpower and time allocation; (iv) its independence and objectivity; (v) its audit fees; (vi) Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council (the “AFRC”); and (vii) the Guidance Notes on Change of Auditors issued by the AFRC.

Based on the above, the Audit Committee has assessed and considered CCTH CPA Limited to be independent, eligible and suitable to act as the auditor of the Company and recommended to the Board for appointing CCTH CPA Limited as the auditor of the Company. The Board and the Audit Committee are of the view that the appointment of CCTH CPA Limited as the Company’s auditor would enhance the cost effectiveness of the Company’s annual audit while maintaining audit quality and thus it is in the interests of the Company and the Shareholders as a whole.

Accordingly, the Board proposes to seek the approval of the Shareholders at the EGM in relation to the proposed appointment of CCTH CPA Limited as the new auditor of the Company and the appointment of CCTH CPA Limited as the new auditor of the Company shall come into effect upon approval of the Shareholders at the EGM.

3. EGM

The EGM will be convened by the Company at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 24 January 2025 at 10:00 a.m. at which a resolution will be proposed to consider and, if thought fit, approve the proposed appointment of CCTH CPA Limited. The notice convening the EGM is set out on pages 6 to 7 of this circular. None of the Shareholders has a material interest in the resolution proposed, together with their close associates, will be required to abstain from voting at the EGM.

LETTER FROM THE BOARD

The proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the EGM 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 in person at the EGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

4. VOTING BY WAY OF POLL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

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. Therefore, the resolution set out in the notice of EGM will be voted on by way of poll. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the EGM.

5. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 21 January 2025 to Friday, 24 January 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 20 January 2025.

6. RECOMMENDATION

The Directors are of the view that the resolution described in this circular is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend all relevant Shareholders to vote in favour of the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

7. 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.

Yours faithfully,

By order of the Board

Yunhong Guixin Group Holdings Limited

Li Yubao

Chairman

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Yunhong Guixin Group Holdings Limited (the “Company”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 24 January 2025 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the appointment of CCTH CPA Limited as the Company’s auditor and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix the auditor’s remuneration.

By order of the Board
Yunhong Guixin Group Holdings Limited
Li Yubao
Chairman

Hong Kong, 7 January 2025

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Room 1603, 16/F
China Building
29 Queen’s Road Central
Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the EGM 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 shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Tuesday, 21 January 2025 to Friday, 24 January 2025 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the entitlement to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 20 January 2025 for registration.
6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.nantongrate.com and on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. Li Yubao, Ms. Zhang Yaping, Ms. Shi Dongying and Ms. Jin Dan; and the independent non-executive directors of the Company are Ms. Long Mei, Mr. Wen Peng, Mr. Tam Tak Kei Raymond and Mr. Ng Sai Leung.