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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (“**Board**”) of directors (“**Directors**”) of Yunhong Guixin Group Holdings Limited (“**Company**”, together with its subsidiaries as the “**Group**”) proposes to amend the existing amended and restated memorandum and articles of association of the Company (“**Proposed Amendments**”) and to adopt a second amended and restated memorandum and articles of association (“**New Memorandum and Articles of Association**”) of the Company in order to bring the New Memorandum and Articles of Association in line with (i) the change of the Company’s names which was effected on 30 August 2021; (ii) the change of registered office of the Company; and (iii) the latest amendments made to Appendix 3 to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited which took effect on 1 January 2022.

Major changes brought about by the Proposed Amendments are set out below:

1. to update both the English and Chinese name of the Company;
2. to update the registered office of the Company;
3. to update the definition of “the Companies Law” to bring it in line with the latest Companies Act (as revised) of the Cayman Islands (“**Act**”);
4. to provide that all shareholders of the Company (the “**Shareholders**”) shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the GEM Listing Rules, or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration;

5. to clarify that the Shareholders may by ordinary resolution remove any Director before the expiration of his term of office 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;
6. to clarify that the Shareholders may approve the appointment and fix the remuneration of the auditors of the Company who shall hold office until the next general meeting by way of an ordinary resolution; and
7. to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“AGM”), and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 25 April 2022

As at the date of this announcement, the executive Directors are Mr. Li Yubao, Ms. Zhang Yaping and Ms. Shi Dongying and the independent non-executive Directors are Mr. Lee Man Tai, Mr. Tam Tak Kei Raymond and Mr. Ng Sai Leung.

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 Stock Exchange’s website at www.hkgem.com on the “Latest Listed Company Information” page for 7 days from the date of its posting and on the website of the Company at www.nantongrate.com.