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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Hyfusin Group Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) for the purposes of, among others, (i) updating and bringing the Memorandum and Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the GEM Listing Rules which have taken effect from 31 December 2023; and (ii) making certain housekeeping changes (collectively, the “**Proposed Amendments**”). The Board also proposes for the Company to adopt the amended Memorandum and Articles of Association, which incorporates the Proposed Amendments, as the second amended and restated memorandum and articles of association (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of the Memorandum and Articles of Association in its entirety.

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association shall be subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the upcoming annual general meeting of the Company to be held in or around June 2024 (the “**Annual General Meeting**”), and upon the passing of such special resolution, the New Memorandum and Articles of Association shall become effective immediately after the close of the Annual General

Meeting. A circular of the Annual General Meeting containing, amongst other things, details of the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, together with the notice of the Annual General Meeting and the proxy form will be despatched to the Shareholders in due course.

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

Hong Kong, 26 March 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

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.