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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)

DESPATCH OF CIRCULAR IN RELATION TO PROPOSED OFF-MARKET SHARE BUY-BACK UNDER THE SHARE BUY-BACKS CODE AND CONNECTED TRANSACTION; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Financial Adviser to the Company



**Independent Financial Adviser to the Independent Board Committee and
the Disinterested Shareholders**



Reference is made to (i) the announcement of Hyfusin Group Holdings Limited (the “**Company**”) dated 20 February 2024 in relation to, among other things, the Share Buy-back (the “**Announcement**”); and (ii) the announcement of the Company dated 12 March 2024 in relation to delay in despatch of the Circular. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context otherwise requires.

The Circular containing, among others, (i) details of the Agreement; (ii) a letter of recommendation from the Independent Board Committee to the Disinterested Shareholders in respect of the Share Buy-back; (iii) a letter of advice from Red Sun Capital to the Independent Board Committee and the Disinterested Shareholders in respect of the Share Buy-back; (iv) a notice of the EGM; and (v) other information as required under the GEM Listing Rules, the Takeovers Code and the Share Buy-backs Code, has been despatched to the Shareholders on 5 April 2024.

The Disinterested Shareholders are advised to read the Circular carefully, in particular, (i) the letter from the Independent Board Committee giving its recommendation to the Disinterested Shareholders on the Agreement and the Share Buy-back; and (ii) the letter from Red Sun Capital containing its advice to the Independent Board Committee and the Disinterested Shareholders relating to the Agreement and the Share Buy-back, before making a decision as to how to vote on the relevant resolution to be proposed at the EGM.

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

Hong Kong, 5 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.