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Huashi Group Holdings Limited

华视集团控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1111)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Huashi Group Holdings Limited (the “**Company**”) will be held at No.1 Meeting Room, 1st Floor, Block 2 Office Building Phase II Shuisheng Keji Yuan 1 Chagang Xincun Dongyuan Wuchang District, Wuhan City, Hubei Province, the PRC on Thursday, 27 June 2024 at 10:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and auditors for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Chen Jicheng as an executive Director.
 - (b) To re-elect Ms. Wang Shujin as an executive Director.
 - (c) To re-elect Mr. Zhang Bei as an executive Director.
 - (d) To re-elect Ms. Xue Yuchun as an executive Director.
 - (e) To re-elect Dr. He Weifeng as an independent non-executive Director.
 - (f) To re-elect Mr. Peng Litang as an independent non-executive Director.
 - (g) To re-elect Mr. Li Guangdou as an independent non-executive Director.

- (h) To re-elect Mr. How Size Ming as an independent non-executive Director.
 - (i) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor and to authorise the Board to fix their remuneration.
4. To consider and if thought fit, to pass, with or without amendments or modifications, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment if the Company undertakes a share consolidation or subdivision after the passing of this resolution); and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at general meeting.”

5. To consider and if thought fit, to pass, with or without amendments or modifications, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers in accordance with all applicable laws, rules and regulations during or after the Relevant Periods (as define below);
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the issue of shares pursuant to the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company; and

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment if the Company undertakes a share consolidation or subdivision after the passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or other applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and if thought fit, to pass, with or without amendments or modifications, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment if the Company undertakes a share consolidation or subdivision after the passing of this resolution).”

By order of the Board
Huashi Group Holdings Limited
Chen Jicheng
Chairman and Chief Executive Officer

Wuhan, the PRC, 25 April 2024

As at the date of this notice, the Board comprises Mr. Chen Jicheng, Ms. Wang Shujin, Mr. Zhang Bei and Ms. Xue Yuchun as executive Directors, and Mr. Li Guangdou, Mr. Peng Litang, Dr. He Weifeng and Mr. How Sze Ming as independent non-executive Directors.

Notes:

1. All resolutions at the meeting (except those relating to procedural or administrative matters, which should be taken by a show of hands as the chairman may decide) will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy) to attend and vote at the meeting on behalf of that shareholder when the resolutions are taken by poll. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed in the relevant form of proxy. Each shareholder attending by himself/herself or by proxy shall have one vote per share.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or is a notarially certified copy of that power of attorney or authority, must be deposited at 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 possible but in any event not less than 48 hours before the time appointed for the meeting (i.e., not later than 10:00 a.m. on Tuesday, 25 June 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both dates inclusive, during which period no share transfers will be registered. In order to be eligible to attend and vote at the above Annual General Meeting, unregistered shareholders of the Company shall ensure that 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 for registration no later than 4:30 p.m. on Friday, 21 June 2024.
5. A circular containing further details of items 2, 4, 5 and 6 as set out in the above notice will be available to all the Shareholders in due course together with the Company’s annual report of 2023.
6. References to time and dates in this notice are to Hong Kong time and dates.

This circular (in both English and Chinese versions) has been posted on the Company's website at www.youmeimu.com.

Shareholders may request for printed copy of the circular or change of their choice of means of receipt and language of the Corporate Communications by sending reasonable notice in writing 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 or by sending an email to 1111-ecom@hk.tricorglobal.com.

Shareholders who have chosen to receive the Company's Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.