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## HUA YIN INTERNATIONAL HOLDINGS LIMITED

### 華音國際控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 989)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Hua Yin International Holdings Limited (the “**Company**”) will be held at 24/F, Office Plus @ Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong at 3:00 p.m. on Tuesday, 16 July 2024 to consider and, if thought fit, pass with or without amendments, the following resolutions of the Company:

### ORDINARY RESOLUTION

1. “**THAT** subject to the fulfilment of the terms and conditions set out in the loan capitalisation agreement dated 25 April 2024 (the “**Loan Capitalisation Agreement**”) (a copy of which has been produced to the SGM and marked “A” and initialled by the chairman of the SGM for the purpose of identification) entered into between the Company and Ground Investment Holdings Group (Hong Kong) Co., Limited as subscriber (the “**Subscriber**”) pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for an aggregate of 5,060,000,000 new shares of the Company (the “**Capitalisation Share(s)**”) at the subscription price of HK\$0.05 per Capitalisation Share (the “**Capitalisation Price**”):-
  - (a) the Loan Capitalisation Agreement and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;
  - (b) all the transactions contemplated under the Loan Capitalisation Agreement, including but not limited to the specific mandate to allot and issue the Capitalisation Shares by the Company to the Subscriber pursuant to the Loan Capitalisation Agreement (the “**Specific Mandate**”), be and are hereby approved and the Directors be and are hereby authorised to allot and issue the Capitalisation Shares to the Subscriber pursuant to the Loan Capitalisation Agreement; and

- (c) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Loan Capitalisation Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

## **SPECIAL RESOLUTION**

### 2. “**THAT**

- (a) subject to the granting of the Whitewash Waiver (as defined below) by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the executive director and any conditions that may be imposed thereon, the waiver of obligation on the part of the Subscriber to make a mandatory general offer to shareholders of the Company for all the issued shares of the Company not already owned or agreed to be acquired by the Subscriber and any parties acting in concert with it which might otherwise arise as a result of the Subscriber subscribing for the Capitalisation Shares under the Loan Capitalisation Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”), be and is hereby approved; and
- (b) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Whitewash Waiver and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By Order of the Board  
**Hua Yin International Holdings Limited**  
**Ng Man Kit Micky**  
*Company Secretary*

Hong Kong, 29 June 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal of business in Hong Kong:*  
Room 1305, 13th Floor  
China Resources Building  
No. 26 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. Under the Takeovers Code (as defined in the circular of the Company dated 29 June 2024 (the “**Circular**”)), the resolution number 2 above in relation to the Whitewash Waiver shall be approved by at least 75% of the independent vote that are cast either in person or by proxy by the Independent Shareholders (as defined in the Circular) at the SGM.
2. To be valid, the form of proxy together with the 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 with the Company’s principal share registrar or branch share registrar as follows:
  - (i) in case of those members registered on the principal register: at the office of the Company’s principal share registrar, MUFG Fund Services (Bermuda) Limited, c/o Suntera Corporate Services Limited at 18/F, On Building, 162 Queen’s Road Central, Central, Hong Kong; and
  - (ii) in case of those members registered on the Hong Kong branch register: at the office of the Company’s Hong Kong branch share registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong,

as soon as possible but in any event and in both cases, not less than 48 hours before the time appointed for holding the SGM or at any adjournment thereof.

3. The transfer books and Register of Members of the Company will be closed from Thursday, 11 July 2024 to Tuesday, 16 July 2024, both days inclusive. During such period, no share transfers will be effected. In order to be entitled to attend and vote at the meeting as members of the Company, all properly completed transfer forms accompanied by the relevant Hong Kong share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m., on Wednesday, 10 July 2024.
4. In the case of joint holders of any share of the Company, any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such share of the Company as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the above meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the SGM or at any adjournment thereof should you so wish and in such event, the form of proxy will be deemed to be revoked.
6. Pursuant to the Listing Rules, all the resolutions proposed at the SGM will be decided by way of a poll.
7. A circular dated 29 June 2024 containing further information concerning resolution 1 above is available either in printed form or on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at <http://www.huayininternational.com>.

8. If typhoon signal No.8 or above, or “extreme conditions” caused by a super typhoon or a black rainstorm warning signal is in force at any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed or adjourned in accordance with the memorandum of association and bye-laws of the Company. The Company will publish an announcement on the on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at <http://www.huayininternational.com> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
9. As at the date of this notice, the executive directors are Ms. Cui Xintong, Mr. Li Junjie, Mr. Cong Peifeng and Mr. Xu Yingchuan, the non-executive director is Mr. Cui Mindong; and the independent non-executive directors are Mr. Tsang Hung Kei, Mr. Wang Xiaochu and Mr. Wang Xueguang.