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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Huashi Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**(1) PROPOSED RE-ELECTION OF DIRECTORS;  
(2) PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE SHARES;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held by Huashi Group Holdings Limited 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 Friday, 27 June 2025 at 9:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:00 a.m. on Wednesday, 25 June 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular and form of proxy will also be published on the website of Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.youmeimu.com](http://www.youmeimu.com)).

References to time and dates in this circular are to Hong Kong time and dates.

29 April 2025

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting” or “AGM”	the annual general meeting to 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 Friday, 27 June 2025 at 9:00 a.m., to consider and, if appropriate (where applicable), to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company (as amended, supplemented or otherwise modified from time to time)
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Huashi Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Huashi Media”	Huashi Zhongguang International Media (Wuhan) Co., Ltd. (華視中廣國際傳媒(武漢)有限責任公司), a company established in the PRC with limited liability on 23 February 2011 and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	23 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of US\$0.05 each in the issued share capital of the Company or if there has been a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Issuance Mandate”	the proposed granting of general mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Shares out of treasury that are held as treasury Shares) in total not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) of the Company as at the date of passing of the ordinary resolution as contained in item 5 of the notice of the Annual General Meeting
“Share Repurchase Mandate”	the proposed granting of general mandate to the Directors to repurchase Shares on the Stock Exchange in total not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) of the Company as at the date of passing of the ordinary resolution as contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Codes”	the Codes on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chen Jicheng

*(Chairman and Chief Executive Officer)*

Ms. Chen Jizhen *(Vice Chairman)*

Ms. Wang Shujin

Mr. Zhang Bei

Ms. Xue Yuchun

*Independent Non-executive Directors:*

Dr. He Weifeng

Mr. Peng Litang

Mr. Li Guangdou

Mr. How Sze Ming

*Registered office:*

71 Fort Street

PO Box 500, George Town

Grand Cayman KY1-1106

Cayman Islands

*Headquarters and principal place of  
business in the PRC:*

1st Floor, Block 2 Office Building

Phase II Shuisheng Keji Yuan

1 Chagang Xincun Dongyuan

Wuchang District

Wuhan City

Hubei Province

the PRC

*Principal place of business in Hong Kong:*

Room 1915, 19/F, Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

29 April 2025

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS;  
(2) PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND ISSUE SHARES;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 27 June 2025.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

Article 108 (a) of the Articles provides that at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Article 112 of the Articles provides that the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

Accordingly, Mr. Chen Jicheng, Ms. Wang Shujin, Ms. Xue Yuchun and Ms. Chen Jizhen will retire as Directors at the Annual General Meeting. All aforesaid retiring Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

The nomination committee of the Company (“**Nomination Committee**”) has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the Company’s corporate strategy. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors.

Detailed information on the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I in this circular.

### 3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange in total not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) of the Company as at the date of passing of the ordinary resolution as contained in item 4 of the notice of the Annual General Meeting (on the basis that the issued share capital of the Company (excluding any treasury Shares) as at the date of the Annual General Meeting remains unchanged, representing 77,065,000 Shares).

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## LETTER FROM THE BOARD

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An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

In order to give the Company the flexibility to issue Shares (including any sale or transfer of treasury Shares) if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of Share Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury Shares) in total not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) of the Company as at the date of passing of the ordinary resolution as contained in item 5 of the notice of the Annual General Meeting (on the basis that the issued share capital of the Company (excluding any treasury Shares) as at the date of the Annual General Meeting remains unchanged, representing 154,130,000 Shares). An ordinary resolution will also be proposed at the Annual General Meeting to extend the Share Issuance Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

### **5. NOTICE OF ANNUAL GENERAL MEETING**

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

### **6. VOTING BY WAY OF POLL AND PROXY ARRANGEMENT**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings. The Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.youmeimu.com](http://www.youmeimu.com)). To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority 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 Annual General Meeting (i.e. not later than 9:00 a.m. on Wednesday, 25 June 2025) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Share Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By Order of the Board

**Huashi Group Holdings Limited**

**Chen Jicheng**

*Chairman and Chief Executive Officer*



*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors (i) held any directorships in other listed public companies in Hong Kong or overseas in the last three years; or (ii) held any other positions within the Group.

**(1) Mr. Chen Jicheng**

***Position and Experience***

Mr. Chen Jicheng (陳繼承先生), aged 35, joined our Group on 23 February 2011, was appointed as our Director on 18 February 2021 and was re-designated as an executive Director on 9 October 2023. He is also our chairman of the Board, chief executive officer and general manager. He is primarily responsible for the overall operations, strategic management, business development, and formulating our Group's business operation plans. Mr. Chen is also our Controlling Shareholder and a chairman of our Nomination Committee. Mr. Chen has accumulated over 13 years of experience in the brand, advertising and media industry. Prior to joining our Group, from October 2010 to May 2012, Mr. Chen worked as an assistant to the chairman of the Board of Yangjiang Shibazi Group Co., Ltd. (陽江十八子集團有限公司), a company principally engaged in production and sales of knife products. Mr. Chen has worked in Huashi Media as a deputy general manager from February 2011 to December 2013, as an executive director from December 2013 to August 2015, as a general manager since December 2013, and as chairman of the Board and chief executive officer since August 2015. Since December 2012, Mr. Chen has been appointed as an executive director of Huashi Chuangxiang Culture Media (Hubei) Co., Ltd. Since April 2017, he has been appointed as an executive director and general manager of Dabieshan Culture Industry Development (Macheng) Co., Ltd. Since February 2018, he has been appointed as an executive director and general manager of Beijing Wuyuan Fujie International Advertising Co., Ltd.

Mr. Chen is a vice president of Hubei Federation of Youth Entrepreneurs (湖北省青年民營企業家聯合會副會長) (January 2021 to December 2024), a managing director of the 8th Hubei Young Entrepreneurs Association (湖北省青年企業家協會第八屆常務理事) (2019-2022), a member of Wuhan Writers' Association (武漢作家協會會員), a member of the 7th session of the Governing Council of Hubei Provincial Red Cross (湖北省紅十字會第七屆理事會成員), a member of Hubei Federation of Industry and Commerce (Chamber of Commerce) (湖北省工商聯(總商會)), a member of the 14th Wuhan Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議武漢市第十四屆政協委員) and a member of the 14th Wuchang District Committee of Wuhan's Chinese People's Political Consultative Conference (中國人民政治協商會議武漢市武昌區第十四屆政協委員). Mr. Chen was nominated as Top Ten Public Figures of China Economy (中國經濟十大新聞人物) in 2016, 2017 and 2020, was nominated as 2020 Top Ten Entrepreneur Stars in Wuchang District (2020年度武昌區十佳創業明星) in 2020 and was nominated as 2018 Annual Innovative Personnel of Chinese Economic Reform (2018中國經濟改革年度創新人物) in 2018. Mr. Chen is also a vice president of Hubei Youth Federation (湖北省青年聯合會副主席) since August 2022, a representative of the 13th National Congress of the China Federation of Industry and Commerce (中國工商業聯合會第十三次全國代表大會代表) since December 2022, and a committee member of the 13th Committee of Chinese People's Political Consultative Conference of Hubei Province (中國人民政治協商會議湖北省第十三屆委員會委員) since January 2023.

***Length of service***

Mr. Chen has entered into a service contract with the Company for an initial fixed term of three years with effect from 9 October 2023, which can be terminated before the expiration of the term by not less than three months' notice in writing served by either party on the other. The service contracts may be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other. Mr. Chen is subject to retirement by rotation at least once every three years at annual general meetings of the Company pursuant to the Articles.

***Relationships***

Mr. Chen is the shareholder of JaiYi Culture Media Limited, which is a Controlling Shareholder of the Company and an associated corporation (as defined under Part XV of the SFO). Mr. Chen is the elder brother of Ms. Chen Jizhen, who is an executive Director and Vice Chairman of the Company. Save as disclosed, Mr. Chen does not have any relationships with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of the Company.

***Interests in Shares***

Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Mr. Chen was deemed to be interested in 496,334,398 shares of the Company and 1 share of the JaiYi Culture Media Limited (an associated corporation as defined under Part XV of the SFO).

***Director's emoluments***

Mr. Chen is entitled to an annual salary of HK \$360,000, other allowances and benefits in kind and discretionary bonuses will be determined by the Remuneration Committee and the Board with reference to the experience, duties, workload, performance and the time devoted to the Group and subject to regular review and adjustment.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

There is no other information which is discloseable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

**(2) Ms. Wang Shujin*****Position and Experience***

Ms. Wang Shujin (王書錦女士), aged 37, joined our Group on 12 May 2013 and was appointed as our Director on 18 February 2021 and was re-designated as an executive Director on 9 October 2023. She is also our senior vice president. She is primarily responsible for the implementation of the business supervision on marketing and achievement of sales targets of our Group. Ms. Wang is a member of our Remuneration Committee.

Ms. Wang has accumulated over 14 years of experience in the advertising and media industry. From September 2009 to November 2010, she worked as a sales manager of Changrong Media Co., Ltd. (昌榮傳媒股份有限公司), a company principally engaged in advertising design, production and agency services. From December 2011 to April 2013, she worked as a customer manager of Hubei Changjiang Television Broadcast and Advertising Co., Ltd. (湖北長江廣電廣告有限公司), a company principally engaged in advertising design, production and agency services. Since May 2013, she has worked in Huashi Media with her initial position held as a deputy general manager and her current position as senior vice president.

Ms. Wang graduated from Hubei University of Education (湖北第二師範學院), formerly known as Hubei Institute of Education (湖北教育學院) in the PRC, in June 2007 with a college degree in art deco design (裝飾藝術設計).

***Length of service***

Ms. Wang has entered into a service contract with the Company for an initial fixed term of three years with effect from 9 October 2023, which can be terminated before the expiration of the term by not less than three months' notice in writing served by either party on the other. The service contracts may be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other. Ms. Wang is subject to retirement by rotation at least once every three years at annual general meetings of the Company pursuant to the Articles.

***Relationships***

Save as disclosed, Ms. Wang does not have any relationships with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of the Company.

***Interests in Shares***

Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Ms. Wang was deemed to be interested in 42,746,550 Shares of the Company.

***Director's emoluments***

Ms. Wang is entitled to an annual salary of HK \$252,000, other allowances and benefits in kind and discretionary bonuses will be determined by the Remuneration Committee and the Board with reference to the experience, duties, workload, performance and the time devoted to the Group and subject to regular review and adjustment.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

There is no other information which is discloseable nor is Ms. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Wang that need to be brought to the attention of the Shareholders.

**(3) Ms. Xue Yuchun*****Position and Experience***

Ms. Xue Yuchun (薛玉春女士), aged 35, joined our Group on 1 December 2014 and was appointed as our Director on 18 February 2021 and was re-designated as an executive Director on 9 October 2023. She is also our general manager of the corporate planning department. She is primarily responsible for corporate planning of our Group and formulation of our Group's corporate strategic planning.

Ms. Xue has over 11 years of experience in the branding, advertising and marketing industry. Prior to joining our Group, Ms. Xue worked as a customer service manager of Shanghai Lingsi Yuanjing Marketing Consultancy Co., Ltd. (上海靈思遠景市場營銷顧問有限公司), a company principally engaged in marketing consulting, corporate management consulting and exhibition services from July 2012 to July 2013. Since December 2014, she has worked as a general manager of the corporate planning department of Huashi Media. She has been appointed as a director of Huashi Media since June 2016.

Ms. Xue graduated from University of Shanghai for Science and Technology (上海理工大學) in the PRC in June 2012 with a bachelor's degree in advertising (廣告學).

***Length of service***

Ms. Xue has entered into a service contract with the Company for an initial fixed term of three years with effect from 9 October 2023, which can be terminated before the expiration of the term by not less than three months' notice in writing served by either party on the other. The service contracts may be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other. Ms. Xue is subject to retirement by rotation at least once every three years at annual general meetings of the Company pursuant to the Articles.

***Relationships***

Save as disclosed, Ms. Xue does not have any relationships with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of the Company.

***Interests in Shares***

Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Ms. Xue was deemed to be interested in 6,530,750 Shares of the Company.

***Director's emoluments***

Ms. Xue is entitled to an annual salary of HK \$240,000, other allowances and benefits in kind and discretionary bonuses will be determined by the Remuneration Committee and the Board with reference to the experience, duties, workload, performance and the time devoted to the Group and subject to regular review and adjustment.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

There is no other information which is discloseable nor is Ms. Xue involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Xue that need to be brought to the attention of the Shareholders.

**(4) Ms. Chen Jizhen*****Position and Experience***

Ms. Chen Jizhen, aged 34, joined the Group in March 2023 and has been appointed as an executive Director on 27 March 2025. She also acts as vice chairman of the Board.

Prior to joining the Group, Ms. Chen served as an internal medicine physician at the Wuhan University Hospital (武漢大學醫院) from July 2018 to May 2019, a pediatric healthcare physician at the Wuxi No. 8 People's Hospital (無錫市第八人民醫院) from June 2019 to August 2022, and also an assistant to the director of the legal department at Jointown Pharmaceutical Group Co., Ltd. (九州通醫藥集團股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600998) from September 2022 to February 2023. Ms. Chen joined the Group in March 2023 as manager of the legal department of Huashi Media. Ms. Chen was promoted to general manager of the legal department of Huashi Media in February 2024, and acted as the assistant to the chairman of the Board of the Group. She obtained the resident physician standardized training certificate from the National Health Commission of the People's Republic of China in April 2019.

Ms. Chen obtained a bachelor's degree in medicine in June 2015 and a master's degree in medicine in June 2018 from the Hubei University of Chinese Medicine (湖北中醫藥大學).

***Length of service***

Ms. Chen has entered into a service contract with the Company for an initial fixed term of three years with effect from 27 March 2025, which can be terminated before the expiration of the term by not less than three months' notice in writing served by either party on the other. The service contracts may be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other. Ms. Chen is subject to retirement by rotation at least once every three years at annual general meetings of the Company pursuant to the Articles.

***Relationships***

Ms. Chen is the sister of Mr. Chen Jicheng, who is the chairman of the Board, an executive Director, chief executive officer and a Controlling Shareholder of the Company. Save as disclosed, Ms. Chen does not have any relationships with any Directors, senior management, Substantial Shareholders, or Controlling Shareholders of the Company.

***Interests in Shares***

As at the Latest Practicable Date, Ms. Chen did not have nor was deemed to have any interest in any share, underlying share or debenture of the Company within the meaning of Part XV of the SFO.

***Director's emoluments***

Ms. Chen is entitled to an annual salary of HK \$216,000, other allowances and benefits in kind and discretionary bonuses will be determined by the Remuneration Committee and the Board with reference to the experience, duties, workload, performance and the time devoted to the Group and subject to regular review and adjustment.

***Other information and matters that need to be disclosed or brought to the attention of the Shareholders***

There is no other information which is discloseable nor is Ms. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Chen that need to be brought to the attention of the Shareholders.

*The following is an explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 770,650,000 Shares (with no treasury Shares).

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company (excluding any treasury Shares) remains unchanged on the date of the Annual General Meeting (i.e. 770,650,000 Shares), the Directors would be authorized under the Share Repurchase Mandate, during the period in which the Share Repurchase Mandate remains in force, to repurchase an aggregate of up to 77,065,000 Shares, representing 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to grant the Share Repurchase Mandate.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share, and will only be made when the Board believes that such repurchase will benefit the Company and the Shareholders as a whole.

## **3. FUNDS OF SHARE REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange for the past 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
April 2024	0.365	0.275
May 2024	0.375	0.290
June 2024	0.365	0.285
July 2024	0.335	0.250
August 2024	0.300	0.210
September 2024	0.295	0.232
October 2024	0.420	0.245
November 2024	0.510	0.270
December 2024	0.340	0.232
January 2025	0.280	0.220
February 2025	0.255	0.189
March 2025	0.225	0.184
April 2025 (up to the Latest Practicable Date)	0.220	0.170

**6. GENERAL**

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

In the event the Company conducts a repurchase of Shares, the Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.



For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The Company has confirmed that there is nothing unusual as to the explanatory statement and the proposed share repurchases.

## **7. TAKEOVERS CODES**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, to the knowledge of the Company, Mr. Chen Jicheng was deemed to be interested in the exercise of control over 496,334,398 Shares through its controlled corporation (JaiYi Culture Media Limited), representing approximately 64.40% of the issued Shares of the Company. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the proposed Share Repurchase Mandate, Mr. Chen Jicheng's shareholding would be increased to 71.56% of the issued Shares of the Company.

The Directors consider such increase in shareholding would not give rise to an obligation to make a mandatory offer in accordance with the provisions of Rule 26 of the Takeovers Codes.

The Directors do not intend to exercise the Share Repurchase Mandate to an extent that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes and/or would cause the aggregate public holding of Shares to be lower than the prescribed minimum percentage required by the Stock Exchange.

## **8. REPURCHASE OF SHARES MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether or not on the Stock Exchange).

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# NOTICE OF ANNUAL GENERAL MEETING

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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 Friday, 27 June 2025 at 9:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditors for the year ended 31 December 2024.
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 Ms. Xue Yuchun as an executive Director.
  - (d) To re-elect Ms. Chen Jizhen as an executive Director.
  - (e) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditors of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 (the **“Listing Rules”**) 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 (excluding any shares that are held as treasury shares (which shall have the meaning ascribed to it in the Listing Rules)) 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 Listing Rules 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 (including any sale or transfer of shares out of treasury that are held as treasury 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);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 (excluding any shares that are held as treasury shares) 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 (including any sale or transfer of shares out of treasury that are held as treasury shares) or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of shares out of treasury that are held as treasury shares) 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 (excluding any shares that are held as treasury shares) 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, 29 April 2025

*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 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. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at the annual general meeting.
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 9:00 a.m. on Wednesday, 25 June 2025) 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 Tuesday, 24 June 2025 to Friday, 27 June 2025, 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 Monday, 23 June 2025.
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 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.

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## NOTICE OF ANNUAL GENERAL MEETING

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This circular (in both English and Chinese versions) has been posted on the Company's website at [www.youmeimu.com](http://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@vistra.com](mailto:1111-ecom@vistra.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.