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HUIYIN HOLDINGS GROUP LIMITED

匯銀控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1178)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Huiyin Holdings Group Limited (the “**Company**”) will be held at 26/F, Great Smart Tower, No. 230 Wan Chai Road, Wan Chai, Hong Kong on Friday, 26 April 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):
 - (a) with effect from the first business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
 - (i) every twenty (20) issued and unissued ordinary shares of par value of HK\$0.025 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.5 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and
 - (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and
 - (b) the board (the “**Board**”) of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

2. “**THAT:**

- (a) to re-elect Mr. Kam Kit as an executive Director;
- (b) to re-elect Mr. Liu Jianping as an executive Director;
- (c) to re-elect Mr. Yang Yuchuan as an independent non-executive Director; and
- (d) to re-elect Ms. Lu Zhuo as an independent non-executive Director.”

By order of the Board
Huiyin Holdings Group Limited
Kam Kit
Chairman

Hong Kong, 1 April 2019

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

26/F, Great Smart Tower
No. 230 Wan Chai Road
Wan Chai
Hong Kong

Notes:

1. The resolutions at the Meeting 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**”) and 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. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
3. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend and vote at the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
4. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power and authority must be deposited at the office of the Company’s branch share registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, no later than Wednesday, 24 April 2019 at 11:00 a.m. (Hong Kong time).

5. In the case of joint holders of any shares in the Company any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stand first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
6. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Friday, 26 April 2019. The Company's register of members will be closed from Tuesday, 23 April 2019 to Friday, 26 April 2019 (both dates inclusive) to determine the qualification for attendance and voting at the EGM. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Thursday, 18 April 2019.

As at the date of this announcement, the Board comprises Mr. Kam Kit, Mr. Liu Jianping, Mr. Wong Kui Shing, Danny and Ms. Christina Chan as executive Directors; Ms. Shi Yanxin as non-executive Director; and Ms. Wong Chi Yan, Mr. Yang Yuchuan and Ms. Lu Zhuo as independent non-executive Directors.