
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Yixin Group Limited 易鑫集团有限公司, you should at once hand this circular, together with the enclosed proxy form, 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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*(Incorporated in the Cayman Islands with limited liability and
carrying on business in Hong Kong as "Yixin Automotive Technology Group Limited")*
(Stock code: 2858)

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO BUY BACK SHARES AND
TO ISSUE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Yixin Group Limited 易鑫集团有限公司 to be held at Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, April 23, 2026 at 10:30 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A proxy form for use at the Annual General Meeting is also enclosed.

Please take note that no corporate gifts or refreshments will be provided at the Annual General Meeting.

Irrespective of whether you are able to attend the Annual General Meeting, please complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish. In such event, the proxy form shall be deemed to be revoked. 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 Annual General Meeting. **Shareholders are reminded that physical attendance is not necessary for the purpose of exercising Shareholders' rights. Shareholders are strongly encouraged to exercise their rights and indicate how they would like the proxy to vote on their behalf by submitting a proxy form to appoint the chairman of the Annual General Meeting as their proxy for voting, instead of attending the Annual General Meeting or any adjourned meeting in person.**

March 26, 2026

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, April 23, 2026 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	an unconditional general mandate proposed to be granted to the Directors to buy back Shares up to an aggregate number of Shares not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China, and, except where the context requires and only for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Yixin Group Limited 易鑫集团有限公司, an exempted company with limited liability incorporated under the laws of the Cayman Islands on November 19, 2014 and carries on business in Hong Kong as Yixin Automotive Technology Group Limited and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2858)
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, including, where the context so requires, its agents, nominees, representatives, officers and employees
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	an unconditional general mandate proposed to be granted to the Directors to allot, issue and deal with new Shares (including any sale or transfer of Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
“Latest Practicable Date”	March 17, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	November 16, 2017, the date the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Main Board”	the stock market (excluding the options market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company currently in force
“Nomination Committee”	the nomination committee of the Board
“NYSE”	the New York Stock Exchange
“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

DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0001 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“Tencent”	Tencent Holdings Limited, a company incorporated in the Cayman Islands and listed on the Main Board of the Stock Exchange (stock code: 700) and the controlling shareholder (as defined in the Listing Rules) of the Company as at the Latest Practicable Date
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

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

LETTER FROM THE BOARD



YIXIN GROUP LIMITED

易鑫集团有限公司

*(Incorporated in the Cayman Islands with limited liability and
carrying on business in Hong Kong as “Yixin Automotive Technology Group Limited”)*
(Stock code: 2858)

Executive Directors:

Mr. Andy Xuan Zhang (*Chairman and
Chief Executive Officer*)
Mr. Rodney Ling Kay Tsang (*Vice Chairman*)
Mr. Zhi Gao (*President*)

Non-executive Director:

Mr. Wai Yip Tsang

Independent Non-executive Directors:

Mr. Tin Fan Yuen
Mr. Chester Tun Ho Kwok
Ms. Lily Li Dong
Mr. Henry Chi Hung Yim

Registered Office:

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head Office and Principal Place
of Business in China:*

Yixin Building
1 North, Zhongguancun Hongqiao
Innovation Center
365 Linhong Road
Changning District
Shanghai
China

*Principal Place of Business
in Hong Kong:*

Suite 709, Champion Tower
Three Garden Road, Central
Hong Kong

March 26, 2026

Dear Shareholders,

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GENERAL MANDATES TO BUY BACK SHARES AND
TO ISSUE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information relating to the resolutions to be proposed at the AGM for (i) the re-election of Directors; (ii) the grant of the Buy-back Mandate; and (iii) the grant of the Issue Mandate and the extension of the Issue Mandate. This circular also gives the Shareholders notice of the AGM.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

Pursuant to paragraph 4(2) of Appendix A1 to the Listing Rules and article 16.2 of the Articles of Association, each of Mr. Zhi Gao (“**Mr. Gao**”) and Mr. Wai Yip Tsang (“**Mr. Tsang**”) who was appointed as an executive Director on March 5, 2026 and a non-executive Director on May 13, 2025, respectively, shall hold office until the first annual general meeting of the Company following their appointment, i.e. the AGM. Being eligible, Mr. Gao and Mr. Tsang will offer themselves for re-election at the AGM, and ordinary resolutions numbered 3(a) and 3(b) respectively will be put forward to the Shareholders at the AGM.

In accordance with code provision B.2.2 of Appendix C1 to the Listing Rules and article 16.19 of the Articles of Association, Mr. Andy Xuan Zhang (“**Mr. Zhang**”) and Mr. Tin Fan Yuen (“**Mr. Yuen**”) will retire from office as Directors by rotation at the AGM.

Being eligible, Mr. Zhang and Mr. Yuen will offer themselves for re-election at the AGM, and ordinary resolutions numbered 3(c) and 3(d) respectively will be put forward to the Shareholders at the AGM.

In determining the proposal to re-elect Mr. Gao, Mr. Tsang, Mr. Zhang and Mr. Yuen as Directors, (i) having regard to the nomination policy and the diversity policy adopted by the Company and the objective criteria (including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and regional and industry experience) as well as the skills matrix of the Board, the Nomination Committee and the Board have reviewed the biographies and past performances of Mr. Gao, Mr. Tsang, Mr. Zhang and Mr. Yuen, and considered that they have the required character, qualifications and experience to continue fulfilling the role of Directors, as well as having diverse skills and expertise to contribute to the diversity of the Board in the context of its existing effective skills matrix; and (ii) the Nomination Committee and the Board have also taken into account their firm commitment to their roles (including but not limited to, where applicable, their positions on Board committees of the Company, and their ability to devote sufficient time to attend meetings and participate effectively in the Board and/or Board committees) and their respective contributions to the Board.

In view of the foregoing factors and based on their valuable perspectives, skills and experience, the Board considers that the re-election of each of Mr. Gao, Mr. Tsang, Mr. Zhang and Mr. Yuen will contribute to the diversity of the Board. The Board, with the recommendation of the Nomination Committee, has proposed that each of Mr. Gao, Mr. Tsang, Mr. Zhang and Mr. Yuen stands for re-election at the AGM. Each of Mr. Gao, Mr. Tsang, Mr. Zhang and Mr. Yuen had abstained from the relevant meeting of the Nomination Committee (if applicable) and the Board regarding their respective re-election.

Additionally, the Company has received annual confirmation from Mr. Yuen on his independence in accordance with the Listing Rules. Taking into account the factors set out in Rule 3.13 of the Listing Rules, the Board considers that Mr. Yuen continues to be independent. Mr. Yuen will not hold seventh (or more) listed company directorship upon re-election as an independent non-executive Director at the AGM based on his biographical information provided to the Company, nor had he served more than nine years as an independent non-executive Director as at the Latest Practicable Date.

LETTER FROM THE BOARD

In determining the proposal to re-elect Mr. Yuen as independent non-executive Director, in addition to the factors set out in the above paragraphs, the Nomination Committee and the Board consider that he remains independent, as (i) the Nomination Committee has assessed and is satisfied of the independence of Mr. Yuen based on the criteria set out in Rule 3.13 of the Listing Rules, with the results of such assessment reported to the Board; (ii) Mr. Yuen has not been involved in the daily management of the Group; (iii) the Board is not aware of any relationships or circumstances which would adversely affect his independent judgement and performance of duties and responsibilities as an independent non-executive Director; and (iv) the Board is satisfied that Mr. Yuen has provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole, and Mr. Yuen is able to continue to fulfil his role of independent non-executive Director.

Pursuant to Rule 13.74 of the Listing Rules, the biographical details (as at the Latest Practicable Date) of each of the Directors who stands for re-election at the AGM are set out in Appendix I to this circular. Subject to the requirements under the Listing Rules and the Articles of Association, a Shareholder may nominate a person to stand for election as a Director.

3. GENERAL MANDATE TO BUY BACK SHARES

The unconditional general mandate to buy back Shares granted by the Shareholders at the last annual general meeting of the Company will lapse at the conclusion of the AGM. In order to allow flexibility and discretion for the Company to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Buy-back Mandate, details of which are set out in the proposed ordinary resolution numbered 5 of the notice of the AGM (i.e. a maximum of 678,717,870 Shares to be bought back by the Company, on the basis that the total number of issued Shares (excluding any Treasury Shares) remains unchanged as at the date of the AGM, being 6,787,178,701 Shares). The Directors have no immediate plan to exercise the Buy-back Mandate.

An explanatory statement containing the requisite information required by the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the proposed resolution to approve the Buy-back Mandate at the AGM is set out in Appendix II to this circular.

4. GENERAL MANDATE TO ISSUE SHARES

The unconditional general mandate to issue Shares granted by the Shareholders at the last annual general meeting of the Company will lapse at the conclusion of the AGM. In order to allow flexibility and discretion for the Company to allot, issue and deal with new Shares (including any sale or transfer of Treasury Shares) if and when appropriate, an ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate, details of which are set out in the proposed ordinary resolution numbered 6 of the notice of the AGM (i.e. a maximum of 1,357,435,740 Shares to be issued (or sold or transferred out of treasury) by the Company, on the basis that the total number of issued Shares (excluding any Treasury Shares) remains unchanged as at the date of the AGM, being 6,787,178,701 Shares).

LETTER FROM THE BOARD

An ordinary resolution numbered 7 of the notice of the AGM will also be proposed at the AGM to extend the Issue Mandate by adding thereto the number of Shares bought back by the Company pursuant to the Buy-back Mandate.

5. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages AGM-1 to AGM-6 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.6 of the Articles of Association, any vote of Shareholders 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. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM. 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 AGM. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

A proxy form for use at the AGM is enclosed with this circular and such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.yixincars.com). To be valid, the proxy form must be completed, signed and returned in accordance with the instructions printed thereon and, together with the relevant notarially certified copy of the power of attorney (if any) and other relevant document of authorisation (if any), at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In such event, the proxy form shall be deemed to be revoked. Shareholders may consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting or any adjourned meeting in person.

6. RECOMMENDATION

The Board considers that the proposed resolutions set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole, and recommends you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Yixin Group Limited
易鑫集团有限公司
Andy Xuan Zhang
Chairman

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

(1) MR. ZHI GAO

Mr. Zhi Gao, aged 54, has been an executive Director and the President of the Company since March 5, 2026. Mr. Gao joined our Group in September 2016 and had been appointed as the joint president of the Company from March 24, 2022 to March 5, 2026. Mr. Gao is also a director of certain subsidiaries of the Company and is primarily responsible for managing auto finance operations of our Group. Mr. Gao previously served as our Chief Operating Officer and vice president of operations. Prior to joining our Group, Mr. Gao was employed at Swire Coca-Cola Beverages Hubei Limited from April 2013 to August 2016, serving as deputy general manager prior to his departure.

Mr. Gao graduated from the chemical engineering department of Dalian Institute of Light Industry (大連輕工業學院) (currently known as Dalian Polytechnic University) in July 1993. He also received his executive master's degree in business administration from Dalian University of Technology in June 2015.

Save as disclosed herein, Mr. Gao confirms that, as at the Latest Practicable Date, (i) he did not have any relationship with any director, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any members of the Group; (ii) he did not hold any position in the Company or any members of the Group; and (iii) he did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Gao has entered into a service agreement with the Company as an executive Director which provides for an automatic renewal for an initial period of three years from March 5, 2026 or an initial period from March 5, 2026 until the third annual general meeting of the Company since March 5, 2026, whichever ends sooner. Mr. Gao is subject to re-election at the first general meeting following his appointment, i.e. the AGM and subsequent retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the service agreement, Mr. Gao is entitled to a cash compensation of RMB250,000 per month and discretionary bonus to be determined based on his performance and the Company's operating results. The remuneration of Mr. Gao was determined with reference to the job responsibilities set out therein and the prevailing market conditions. In addition, Mr. Gao is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in the performance of his duties as director or otherwise in connection with the business of the Company.

As at the Latest Practicable Date, Mr. Gao was interested in 27,548,500 Shares and 82,000,000 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Gao 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. Gao that need to be brought to the attention of the Shareholders.

(2) MR. WAI YIP TSANG

Mr. Wai Yip Tsang, aged 57, has been a non-executive Director since May 13, 2025. Mr. Tsang has been a director of Tencent Music Entertainment Group (騰訊音樂娛樂集團), a company listed on the NYSE (stock ticker: TME) and the Stock Exchange (stock code: 1698), since February 2025, and currently serves as the financial controller of Tencent, a company listed on the Main Board of the Stock Exchange (stock code: 0700). Prior to joining Tencent in 2014, Mr. Tsang began his career at PricewaterhouseCoopers and subsequently held senior financial positions, including chief financial officer or group financial controller at several companies listed on the Main Board of the Stock Exchange and the NYSE, and served as a director of a company listed on the New Zealand Stock Exchange.

Mr. Tsang is a fellow member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants, and the Association of Chartered Certified Accountants, as well as a member of CPA Australia. He holds a Bachelor of Arts (Honors) in Accountancy. Mr. Tsang possesses extensive experience in audit, accounting, investor relations, and corporate finance, including initial public offerings, restructuring, and mergers and acquisitions activities.

Save as disclosed above, Mr. Tsang confirms that, as at the Latest Practicable Date, (i) he did not have any relationship with any director, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any members of the Group; (ii) he did not hold any position in the Company or any members of the Group; and (iii) he did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Tsang has signed an appointment letter with the Company as a non-executive Director which provides for an automatic renewal for an initial period of three years from May 13, 2025 or an initial period from May 13, 2025 until the third annual general meeting of the Company since May 13, 2025, whichever ends sooner. Mr. Tsang is subject to re-election at the first general meeting following his appointment, i.e. the AGM and subsequent retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, Mr. Tsang is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in the performance of his duties as director or otherwise in connection with the business of the Company. He is not entitled to receive any other fee, salary, remuneration, reimbursement, welfare, benefits or any other forms of monetary or non-monetary payment (whether as a director of or in any other capacity of the Company) unless otherwise provided in the appointment letter or required by the applicable laws and regulations.

As at the Latest Practicable Date, Mr. Tsang was interested in 158,896 Shares and 144,504 underlying shares of Tencent, an associated corporation of the Company, within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Tsang 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. Tsang that need to be brought to the attention of the Shareholders.

(3) MR. ANDY XUAN ZHANG

Mr. Andy Xuan Zhang, aged 50, is the Chairman of the Board, an executive Director and the Chief Executive Officer of the Company. He is also the chairman of the Nomination Committee as well as a member of the Remuneration Committee. Mr. Zhang also acts as a director of certain subsidiaries of the Company. Mr. Zhang founded the Group in December 2013. He is responsible for the overall strategic planning and business direction of the Group and daily management of the Company. Mr. Zhang has over 25 years of operational and managerial experience with both multinational and local Chinese companies across internet, automobile and finance industries. Mr. Zhang also held numerous positions in Bitauto Holdings Limited (previously listed on the NYSE) since 2006 and has been the executive director and chief executive officer since January 2018.

Mr. Zhang obtained his bachelor's degree in finance and accounting from New York University Stern School of Business in 1999. Mr. Zhang has also been granted as a certified public accountant by the Education Department of New York State, United States in 2003.

Save as disclosed above, Mr. Zhang confirms that, as at the Latest Practicable Date, (i) he did not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any members of the Group, (ii) he did not hold any position in the Company or any members of the Group and (iii) he did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Zhang has entered into a service agreement with the Company as an executive Director which provides for an automatic renewal of a period of three years, had an initial period from November 6, 2017 (the date of prospectus of the Company) or to the date of the third annual general meeting of the Company held on June 19, 2020 since the Listing Date, whichever is earlier. Mr. Zhang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the service agreement, Mr. Zhang is not entitled to any remuneration in connection with the performance of his duties under the appointment as executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses (including expenses of entertainment,

subsistence and travelling) properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to Mr. Zhang such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. Zhang had personal interests in 153,466,189 Shares and 285,939,868 underlying Shares, while he also had corporate interests in 80,000,000 Shares in long position and 80,000,000 Shares in short position; as well as 4,630,000 underlying shares of Yiche Holding Limited, an associated corporation of the Company, within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Zhang 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. Zhang that need to be brought to the attention of the Shareholders.

(4) MR. TIN FAN YUEN

Mr. Tin Fan Yuen, aged 73, is an independent non-executive Director, chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Yuen joined our Group in June 2017 and was appointed as an independent non-executive Director on November 6, 2017. He was formerly chief executive of the Stock Exchange from October 1988 to October 1991, deputy chairman and executive director of the Pacific Century Group from 1996 to 2006, deputy chairman and executive director of PCCW Limited, a company listed on the Main Board of the Stock Exchange (stock code: 8), from August 1999 to June 2006, executive chairman of Pacific Century Insurance Holdings Limited (now known as FTL Asia Holdings Limited), a company previously listed on the Main Board of the Stock Exchange (stock code: 65), from June 1999 to July 2007, independent non-executive director of China Foods Limited, a company listed on the Main Board of the Stock Exchange (stock code: 506), from July 1993 to August 2017 and independent non-executive director of Agricultural Bank of China Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1288) and the Shanghai Stock Exchange (stock code: 601288), from March 2013 to August 2019.

Mr. Yuen currently holds positions in the following publicly listed companies:

- Pacific Century Regional Developments Limited, a company listed on the Singapore Exchange Limited (stock code: P15), as an independent non-executive deputy chairman since February 2015 and was redesignated as the deputy chairman, non-executive non-independent director with effect from April 16, 2024; and
- Shanghai Industrial Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 363), as an independent non-executive director since July 2016.

Mr. Yuen obtained his bachelor of arts degree in economics from the University of Chicago in June 1975. He is the chairman of the board of trustees of the Hong Kong Centre for Economic Research, chairman of the board of Ortus Capital Management Limited, and a trustee emeritus of University of Chicago and a trustee of Fudan University.

Save as disclosed above, Mr. Yuen confirms that, as at the Latest Practicable Date, (i) he did not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any members of the Group, (ii) he did not hold any position in the Company or any members of the Group and (iii) he did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Yuen has signed an appointment letter with the Company as independent non-executive Director which provides for an automatic renewal of a period of three years from May 10, 2023 or a period from May 10, 2023 until the third annual general meeting of the Company since May 10, 2023, whichever ends sooner. Mr. Yuen is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. With effect from May 1, 2025, Mr. Yuen has been entitled to a cash compensation of HK\$2,741,000 per annum, payable in quarterly installments. The relevant fees payable to him are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an independent non-executive director with comparable experience. In addition, he is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in connection with the performance of his duties as director.

As at the Latest Practicable Date, Mr. Yuen did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Yuen 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. Yuen that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

The following is 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 ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 6,787,178,701 Shares, with no Treasury Shares.

Subject to the passing of the ordinary resolution numbered 5 set out in the notice of the AGM in respect of the granting of the Buy-back Mandate and on the basis that the total number of issued Shares remains unchanged on the date of the AGM, i.e. being 6,787,178,701 Shares, the Directors would be authorized under the Buy-back Mandate to buy back, during the period in which the Buy-back Mandate remains in force, up to a maximum of 678,717,870 fully paid-up Shares, representing 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of the AGM.

The Buy-back Mandate will expire on the earlier of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association and the applicable laws; or (c) the date on which such authority given to the Directors thereunder is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back 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 Directors believe that such buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's most recent published audited financial statements contained in the annual report of the Company for the year ended December 31, 2025) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the 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 have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	2.37	1.48
May	2.27 ^{Note}	1.80
June	2.55	1.85
July	2.78	2.21
August	3.30	2.42
September	3.24	2.67
October	2.77	1.77
November	2.51	2.09
December	3.20	2.38
2026		
January	2.94	2.27
February	2.86	2.52
March (up to and including the Latest Practicable Date)	2.78	2.31

Note: Adjusted, if applied.

6. GENERAL

To the best of the Directors' knowledge and having made all reasonable enquiries, none of the Directors nor 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 Buy-back Mandate is approved by the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

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 that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

In the event that the Company buys back any Shares, the Company may cancel such repurchased Shares and/or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of such buy-back.

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 HKSCC to vote at general meetings 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 neither this explanatory statement nor the proposed Buy-back Mandate has any unusual features.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's 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 Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Tencent was deemed to be interested in 3,515,361,159 Shares for the purpose of the SFO, representing approximately 51.79% of the total issued Shares. In the event that the Directors exercised the Buy-back Mandate in full (assuming such shareholdings as at the Latest Practicable Date remain the same), the attributable shareholding in the Company in which Tencent is taken to have an interest under the SFO would be increased to approximately 57.55% of the total number of Shares in issue. It is considered that, in the absence of any special circumstances, an obligation to make a mandatory offer as referred to above as a result of a share buy-back is unlikely to arise. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26

APPENDIX II EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

of the Takeovers Code in the event that the proposed Buy-back Mandate is exercised in full. The Directors have no present intention to exercise the Buy-back Mandate to such an extent as would result in the aggregate number of Shares held by the public falling below the relevant prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had not bought back any Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



YIXIN GROUP LIMITED

易鑫集团有限公司

*(Incorporated in the Cayman Islands with limited liability and
carrying on business in Hong Kong as “Yixin Automotive Technology Group Limited”)
(Stock code: 2858)*

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Yixin Group Limited 易鑫集团有限公司 (the “**Company**”) will be held at Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, April 23, 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and independent auditor of the Company for the year ended December 31, 2025.
2.
 - (a) To consider and declare a final dividend of HK10.0 cents per share of the Company for the year ended December 31, 2025.
 - (b) To consider and declare a special dividend of HK4.0 cents per share of the Company for the year ended December 31, 2025.
3.
 - (a) To re-elect Mr. Zhi Gao as a Director.
 - (b) To re-elect Mr. Wai Yip Tsang as a Director.
 - (c) To re-elect Mr. Andy Xuan Zhang as a Director.
 - (d) To re-elect Mr. Tin Fan Yuen as a Director.
 - (e) To authorize the board (the “**Board**”) of Directors to fix the remuneration of any re-elected Director mentioned in resolutions numbered 3(a), 3(b), 3(c) and 3(d) above.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares (excluding any treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; 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 association of the Company or any applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to exercise all the powers of the Company to allot, issue and deal with new shares (including any sale or transfer of shares out of treasury that are held as treasury shares) of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities and to make or grant offers, agreements, options which would or might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted (including any sale or transfer of shares out of treasury that are held as treasury shares) or agreed conditionally or unconditionally to be allotted (including any sale or transfer of shares out of treasury that are held as treasury shares) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any subscription rights attaching to any warrants which may be allotted and issued by the Company from time to time;
 - (iii) any share scheme (including share option schemes, share award schemes and other similar arrangements) of the Company for the time being adopted for the grant or issue of shares of the Company or rights to acquire such shares; or
 - (iv) 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 association of the Company,

shall not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares (excluding any treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) 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 association of the Company or any 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 of the Company in general meeting.

NOTICE OF ANNUAL 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 applicable to the Company).”

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

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in resolution numbered 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company 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 the number of shares bought back by the Company pursuant to the mandate referred to in resolution numbered 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution (subject to adjustment in the case of consolidation or subdivision of shares of the Company).”

By Order of the Board
Yixin Group Limited
易鑫集团有限公司
Man Wah Cheng
Company Secretary

Hong Kong, March 26, 2026

As at the date of this notice, the Directors are:

<i>Executive Directors</i>	Mr. Andy Xuan Zhang, Mr. Rodney Ling Kay Tsang and Mr. Zhi Gao
<i>Non-executive Director</i>	Mr. Wai Yip Tsang
<i>Independent non-executive Directors</i>	Mr. Tin Fan Yuen, Mr. Chester Tun Ho Kwok, Ms. Lily Li Dong and Mr. Henry Chi Hung Yim

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) 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 more than one proxy to attend and on a poll, vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Shareholders of the Company may consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting or any adjourned meeting in person.

On a show of hands, every shareholder of the Company who is present in person (or, in the case of a corporation, by its duly authorized representative) shall have one vote. In the case of a poll, every shareholder of the Company present in person or by proxy or, in the case of a shareholder of the Company being a corporation, by its duly authorized representative shall be entitled to one vote for each share held by him/her. For the avoidance of doubt and for the purpose of the Listing Rules, holders of any treasury shares of the Company are not entitled to vote at the Annual General Meeting.

3. In order to be valid, the proxy form together with the relevant notarially certified copy of the power of attorney (if any) and other relevant document of authorisation (if any), must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude a shareholder of the Company 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 entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, April 20, 2026 to Thursday, April 23, 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date on which the shareholders of the Company are qualified to attend and vote at the above meeting is Thursday, April 23, 2026. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, April 17, 2026.
5. In case of joint holders of shares, the vote of the most senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
6. For determining the entitlement to the proposed final and special dividends, the Register of Members of the Company will be closed from Wednesday, May 20, 2026 to Tuesday, May 26, 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date on which the shareholders of the Company are qualified to receive the proposed final and special dividends is Tuesday, May 26, 2026. In order to be qualified for the proposed final and special dividends, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, May 19, 2026.
7. In the event that a tropical cyclone warning signal no. 8 or above, a black rainstorm warning and/or “extreme conditions” as announced by the Hong Kong Government is in effect at any time between 8:00 a.m. and 11:00 a.m. on the day of the Annual General Meeting, the Annual General Meeting may be postponed to a later date and/or time as determined by the Company. The Hong Kong Government may issue an announcement on “extreme conditions” in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period. Shareholders may visit the website of the Company at www.yixincars.com for details of the postponement and alternative meeting arrangement.
8. No corporate gifts or refreshments will be provided at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Walking Guide from Admiralty MTR to Island Shangri-La, Hong Kong 由金鐘地鐵站步行至港島香格里拉大酒店路線圖

Exit C1 (Queensway Plaza) of Admiralty MTR station and turn right to take the escalator to Queensway Plaza (level one). Turn right and walk across the skybridge towards Pacific Place Two (level two). Take the escalator in front of Harvey Nichols to level three and walk straight to take another escalator to Supreme Court Road. Exit on your left for Island Shangri-La, Hong Kong's main entrance.

經港鐵金鐘站 C1 出口 (金鐘廊) 到達地面後向右轉，使用金鐘廊之扶手電梯直達一樓，向右轉經行人天橋步行至太古廣場二期 (二樓)。以 Harvey Nichols 前的扶手電梯到達三樓後，再使用前方之扶手電梯直達法院道。踏出扶手電梯後向左行，抵達港島香格里拉大酒店正門。

