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**易鑫集团**  
**YIXIN GROUP**  
**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 EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Yixin Group Limited 易鑫集团有限公司 (the “**Company**”) will be held at Meeting Room – Yixin Rong, 2nd Floor, Yixin Building, 1 North, Zhongguancun Hongqiao Innovation Center, 365 Linhong Road, Changning District, Shanghai, China, on Thursday, May 6, 2021 at 9:30 a.m. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

1. “**THAT:**

- (a) the Existing Scheme Limit of the First Share Award Scheme be increased by 191,298,011 Shares to the New Scheme Limit of 285,250,982 Shares (the “**Increase in Scheme Limit**”), and accordingly,
- (i) Paragraph 15.1 of the scheme rules of the First Share Award Scheme (the “**Scheme Rules**”) be and is hereby amended as follows:

the text of Paragraph 15.1 of the Scheme Rules, which reads:

*‘The Company shall not make any further grant of Award which will result in the aggregate number of Shares underlying all grants made pursuant to the Scheme (excluding Award Shares that have been forfeited in accordance with the Scheme) to exceed 10,118,631 Shares without Shareholders’ approval (the “**Scheme Limit**”).’*,

shall be deleted in its entirety and replaced with:

*‘The Company shall not make any further grant of Award which will result in the aggregate number of Shares underlying all grants made pursuant to the Scheme (excluding Award Shares that have been forfeited in accordance with the Scheme) to exceed 285,250,982 Shares without Shareholders’ approval (the “**Scheme Limit**”).’*;

- (ii) Paragraph 15.3 of the Scheme Rules, the text of which is set out below, be and is hereby deleted in its entirety:

*‘Notwithstanding the Scheme Limit set out in Article 15.1 above, the Company may make further grants of Awards that will result in the aggregate number of Shares underlying all grants made pursuant to the Scheme in addition to the Scheme Limit (the “Additional Shares”), provided that the number of Additional Shares shall be equivalent to the number of Shares in respect of which options have not been granted pursuant to the 2017 Share Incentive Plan adopted by the Company on 26 May 2017 (the “2017 Share Incentive Plan”). The date for determining the number of Additional Shares and the number of Shares that have not been awarded pursuant to the 2017 Share Incentive Plan shall be the day on which the Company’s Shares are listed on the Stock Exchange.’*

- (b) subject to paragraph (a) of this resolution being passed, a mandate (the “**Scheme Mandate**”) be and is hereby granted to the directors of the Company to issue, allot, procure the transfer of and otherwise deal with 191,298,011 Shares that may be awarded pursuant to the First Share Award Scheme upon the Increase in Scheme Limit in excess of those Shares under the Existing Scheme Limit previously approved by the shareholders of the Company (the “**Shareholders**”);
- (c) any one director of the Company be and is hereby generally and unconditionally authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the Increase in Scheme Limit and the incidental amendment of the Scheme Rules, the Scheme Mandate and the transactions respectively contemplated thereunder or in connection therewith; and
- (d) for the purposes of this resolution:

“Additional Shares” means 3,303,222 Shares, or 23,122,554 underlying Shares after taking into account the Capitalization Issue (being the equivalent to the aggregate number of Shares underlying the options that were not granted under the Pre-IPO Share Option Scheme prior to the Global Offering);

“Capitalization Issue” means the issue of 4,626,550,692 Shares on November 16, 2017, on which date the Shares were listed on the Stock Exchange, to be made upon the capitalization of part of the sum standing to the credit of the share premium account of the Company;

“Existing Scheme Limit” means the maximum number of Shares underlying all awards that may be granted under the First Share Award Scheme without further Shareholders’ approval, being 10,118,631 Shares, or 70,830,417 Shares after taking into account the Capitalization Issue, subject to an increase of the Additional Shares (excluding Award Shares that have been forfeited in accordance with the Scheme Rules);

“First Share Award Scheme” means the share award scheme of the Company adopted on May 26, 2017 and amended on September 1, 2017;

“Global Offering” means the offer of Shares for subscription by the public in Hong Kong and the international placing of Shares as described in the prospectus of the Company dated November 6, 2017;

“New Scheme Limit” means 285,250,982 Shares;

“Pre-IPO Share Option Scheme” means the pre-IPO share option scheme adopted by the Company on May 26, 2017; and

“Shares” means ordinary shares in the share capital of the Company with a par value of US\$0.0001.”

By Order of the Board  
**Yixin Group Limited**  
易鑫集团有限公司  
**Andy Xuan Zhang**  
*Chairman*

Hong Kong, March 23, 2021

*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. 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. In light of the epidemic situation of Novel Coronavirus (COVID-19), shareholders of the Company may consider appointing the chairman of the Extraordinary General Meeting as his/her proxy to vote on the resolutions, instead of attending the Extraordinary 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.

3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, 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 Extraordinary 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, May 3, 2021 to Thursday, May 6, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary 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 30, 2021.
5. If a tropical cyclone warning signal no. 8 or above, or a black rainstorm warning is hoisted any time after 8:00 a.m. on the date of the Extraordinary General Meeting, the Extraordinary General Meeting will be postponed. Shareholders may visit the website of the Company at [www.yixincars.com](http://www.yixincars.com) for details of the postponement and alternative meeting arrangement.
6. No provision of corporate gifts and refreshment at the Extraordinary General Meeting in order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders.

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

**Executive Directors**

Mr. Andy Xuan Zhang and Mr. Dong Jiang

**Non-executive Directors**

Mr. Jimmy Chi Ming Lai, Mr. Chenkai Ling and Mr. Huan Zhou

**Independent non-executive Directors**

Mr. Tin Fan Yuen, Mr. Chester Tun Ho Kwok and Ms. Lily Li Dong