
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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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)

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS,
(2) GENERAL MANDATES TO BUY-BACK SHARES AND
TO ISSUE SHARES,
(3) ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
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 Meeting Room – Yixin Rong, 2nd Floor, Yixin Building, 1 North, Zhongguancun Hongqiao Innovation Center, 365 Linhong Road, Changning District, Shanghai, China on Wednesday, May 8, 2024 at 11:00 a.m. is set out on pages 25 to 29 of this circular. A proxy form for use at the Annual General Meeting is also enclosed.

No corporate gifts or refreshments will be provided at the Annual General Meeting to reduce close contact between attendees.

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. **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 behalves 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 11, 2024

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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 Meeting Room – Yixin Rong, 2nd Floor, Yixin Building, 1 North, Zhongguancun Hongqiao Innovation Center, 365 Linhong Road, Changning District, Shanghai, China on Wednesday, May 8, 2024 at 11:00 a.m.
“Amended and Restated Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments to be considered and approved for adoption by way of a special resolution at the AGM
“Articles of Association”	the articles of association of the Company currently in force
“Bitauto”	Bitauto Holdings Limited, a company incorporated under the laws of the Cayman Islands on October 21, 2005 and previously listed on the NYSE (NYSE: BITA), a controlling shareholder (as defined in the Listing Rules) of the Company until the distributions in specie of all of the Shares held directly or indirectly by it to its shareholders on March 5, 2021
“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 as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
“Chief Executive Officer”	the chief executive officer of the Company
“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

DEFINITIONS

“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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 or deal with new Shares of not exceeding 20% of the total number of issued 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 4, 2024, 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

DEFINITIONS

“Morespark”	Morespark Limited, a private company limited by shares incorporated under the laws of Hong Kong and wholly-owned by Tencent, and a controlling shareholder (as defined in the Listing Rules) of the Company as at the Latest Practicable Date
“Nomination Committee”	the nomination committee of the Company
“NYSE”	the New York Stock Exchange
“Proposed Amendments”	the proposed amendments to the existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“Second Share Award Scheme”	the share award scheme conditionally approved and adopted by the Company on September 1, 2017
“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) 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 a controlling shareholder (as defined in the Listing Rules) of the Company as at the Latest Practicable Date
“United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

DEFINITIONS

“US\$”	United States dollars, the lawful currency of the United States
“Yiche Holding”	Yiche Holding Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands, which was owned as to 64.94% by Morespark as at the Latest Practicable Date
“%”	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. Dong Jiang (*Joint President*)

Registered Office:

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

Non-executive Directors:

Mr. Qing Hua Xie
Mr. Qin Miao
Ms. Amanda Chi Yan Chau

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

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

Independent Non-executive Directors:

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

*Principal Place of Business in
Hong Kong:*

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

March 11, 2024

Dear Shareholders,

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS,
(2) GENERAL MANDATES TO BUY-BACK SHARES AND
TO ISSUE SHARES,
(3) ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
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; (iii) the grant of the Issue Mandate and the extension of the Issue Mandate; and (iv) the adoption of the Amended and Restated Memorandum and Articles of Association. This circular also gives the Shareholders notice of the AGM.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

In accordance with code provision B.2.2 of Appendix C1 to the Listing Rules and article 16.18 of the Articles of Association, Mr. Andy Xuan Zhang (“**Mr. Zhang**”), Mr. Dong Jiang (“**Mr. Jiang**”) and Ms. Amanda Chi Yan Chau (“**Ms. Chau**”) will retire from office of Directors by rotation at the AGM. Being eligible, Mr. Zhang, Mr. Jiang and Ms. Chau will offer themselves for re-election at the AGM, and ordinary resolutions numbered 3(a), 3(b) and 3(c) respectively will be put forward to the Shareholders at the AGM.

In determining the proposal to re-elect Mr. Zhang, Mr. Jiang and Ms. Chau 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 industrial experience), the Nomination Committee and the Board have reviewed the biographies and past performances of Mr. Zhang, Mr. Jiang and Ms. Chau, and considered that they have the required character, qualifications and experience to continue fulfilling the role of Directors; (ii) the Nomination Committee and the Board have also taken into account their firm commitment to their roles (including but not limited to their positions on several Board committees of the Company and/or directorships of certain subsidiaries of the Company, as applicable) and their respective contributions to the Board; and (iii) the Board is satisfied that Mr. Zhang, Mr. Jiang and Ms. Chau have provided objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole.

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. Zhang, Mr. Jiang and Ms. Chau contributes to the diversity of the Board. The Board, with the recommendation of the Nomination Committee, has proposed that each of Mr. Zhang, Mr. Jiang and Ms. Chau stands for re-election at the AGM. Each of Mr. Zhang, Mr. Jiang and Ms. Chau had abstained from the relevant meeting of the Nomination Committee (if applicable) and the Board regarding their respective re-election.

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

Given that 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, an ordinary resolution will be proposed at the AGM to grant to the Directors the Buy-back Mandate, details of which are set out in the proposed ordinary resolution numbered 5 of the notice of the AGM. Assuming that there is no change in the issued Shares between the

LETTER FROM THE BOARD

period from the Latest Practicable Date and the date of the AGM, the maximum number of Shares which would be allowed to be bought back under the Buy-back Mandate will be 652,406,551 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

Given that 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, 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.

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, in order to allow flexibility and discretion for the Directors to issue shares.

5. PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated February 29, 2024 in relation to, among other matters, the proposed adoption of the Amended and Restated Memorandum and Articles of Association.

In order to, among other things, update and bring the Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers (effective from December 31, 2023), the Board has passed a resolution on February 29, 2024 proposing to seek the approval of the Shareholders by way of a special resolution at the AGM to amend the Memorandum and Articles of Association by the deletion in their entirety and the substitution in their place of the Amended and Restated Memorandum and Articles of Association.

The full particulars of the Proposed Amendments brought about by the adoption of the Amended and Restated Memorandum and Articles of Association are set out in Appendix III to this circular. The Amended and Restated Memorandum and Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Amended and Restated Memorandum and Articles of Association is unofficial and for reference only. Should there be any discrepancy, the English version shall prevail.

LETTER FROM THE BOARD

The Company has been advised by its respective legal advisers that the Proposed Amendments conform to the requirements under the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The proposed adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM. After the Proposed Amendments come into effect, the full text of the Amended and Restated Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company.

6. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 25 to 29 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. 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 notarised 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.

LETTER FROM THE BOARD

7. 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. ANDY XUAN ZHANG

Mr. Andy Xuan Zhang, aged 48, 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 management of the Company. Mr. Zhang has over 20 years of operational and managerial experience with both multinational companies and local Chinese companies in internet, automobile and finance industries. Mr. Zhang held numerous positions in Bitauto 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 in May 1999. Mr. Zhang has also been granted a certified public accountant by the Education Department of New York State, U.S.A. in October 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 executive Director for an initial period commencing from November 19, 2014 for three years or until the third annual general meeting of the Company since the Listing Date, whichever is earlier. Mr. Zhang's appointment shall be automatically renewed for successive periods of three years, 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 was interested in 233,466,189 underlying Shares and 4,630,000 underlying shares of Yiche Holding, 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.

(2) MR. DONG JIANG

Mr. Dong Jiang, aged 52 is an executive Director, the Joint President and a director of certain subsidiaries of the Company. He joined the Company in March 2015 and was the chief operating officer of the Company from June 2017 to December 2017. Mr. Jiang is primarily responsible for overseeing the day-to-day operations of the Company. On January 2, 2024, Mr. Jiang was appointed as the chief executive officer of Yusheng Holdings Limited. Prior to joining our Group, from February 2011 to March 2015, Mr. Jiang was group deputy manager of China Grand Automotive Services Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600297). From January 2008 to January 2010, he was senior vice president of China Auto Rental Inc. (now known as CAR Inc.), a company previously listed on the Main Board of the Stock Exchange (stock code: 699).

Mr. Jiang obtained his bachelor's degree in aquaculture from Dalian Ocean University in July 1993 and master's degree in business administration from Peking University in July 2011.

Save as disclosed above, Mr. Jiang 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. Jiang has entered into a service agreement with the Company as executive Director for an initial period commencing from September 1, 2017 for three years or until the third annual general meeting of the Company since the Listing Date, whichever is earlier. Mr. Jiang's appointment shall be automatically renewed for successive periods of three years, 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. Jiang 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. Jiang such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. Jiang had (i) personal interest in 28,657,810 Shares and (ii) interest in 10,000,000 underlying Shares representing the award Shares granted to Mr. Jiang under the Second Share Award Scheme adopted by the Company, which had not been vested as at the Latest Practicable Date.

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

(3) MS. AMANDA CHI YAN CHAU

Ms. Amanda Chi Yan Chau, aged 42, is a non-executive Director since May 2021, and has been employed by Hammer Capital (Hong Kong) Limited as managing director since July 2014. Prior to that, she was director of investment banking at Citigroup Global Markets Asia Limited. Ms. Chau has a combined 10 years of investment banking experience with Credit Suisse (Hong Kong) Limited, Merrill Lynch (Asia Pacific) Limited and Citigroup Global Markets Asia Limited. During this period, Ms. Chau has originated and executed many capital markets and mergers and acquisitions transactions for corporate clients across Asia Pacific.

Ms. Chau graduated from the Northwestern University, United States of America with a master of science degree in industrial engineering and management sciences, and from The University of Chicago, United States of America with a bachelor of arts degree in economics.

Save as disclosed above, Ms. Chau confirms that, as at the Latest Practicable Date, (i) she 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) she did not hold any position in the Company or any members of the Group and (iii) she 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.

Ms. Chau has signed an appointment letter with the Company as non-executive Director for an initial period of three years from May 12, 2021 or an initial period from May 12, 2021 until the third annual general meeting of the Company since May 12, 2021, whichever ends sooner. Ms. Chau's appointment shall be automatically renewed for successive periods of three years, 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 appointment letter, Ms. Chau is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in the performance of her duties as director or otherwise in connection with the business of the Company. She 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, Ms. Chau 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 Ms. Chau 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. Chau that need to be brought to the attention of the Shareholders.

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 6,524,065,512 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 6,524,065,512 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 652,406,551 fully paid-up Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

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 a 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.

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, 2023) 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 HK\$	Lowest HK\$
2023		
April	1.02	0.89
May	0.936 ^{Note}	0.74
June	0.87	0.76
July	0.92	0.76
August	0.89	0.76
September	0.82	0.68
October	0.73	0.60
November	0.76	0.58
December	0.62	0.56
2024		
January	0.61	0.47
February	0.59	0.47
March (up to and including the Latest Practicable Date)	0.73	0.62

Note: Adjusted, if applied.

6. GENERAL

To the best of their 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.

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. Neither the Explanatory Statement nor the Repurchase 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 53.88% 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 59.87% 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 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).

The following are the Proposed Amendments to the existing Memorandum and Articles of Association, with the deletions shown in strikethrough and the additions or revisions shown in underline. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the Amended and Restated Memorandum and Articles of Association.

All capitalised terms in the Proposed Amendments contained in this Appendix are terms defined in the existing Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the existing Memorandum and Articles of Association.

Clause	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
Amended and Restated Memorandum of Association		
Cover	Yixin Group Limited <u>易鑫集团有限公司</u>	
1	The name of the Company is Yixin Group Limited <u>易鑫集团</u> 有限公司.	

Article	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
Amended and Restated Articles of Association		
Cover	Yixin Group Limited <u>易鑫集团有限公司</u>	
2.2	<p>“Company” shall mean Yixin Group Limited <u>易鑫集团</u> 有限公司.</p> <p>“Corporate Communication” has the same meaning as in the Listing Rules.</p> <p>“special resolution” shall have the same meaning as ascribed thereto in the Companies Act and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorized representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given in accordance with Article 42.4<u>13.11</u>.</p> <p>“transfer office” shall mean the place where the principal register is situated <u>for the time being</u>.</p>	

Article	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
4.8	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article <u>and the Listing Rules</u> .	
6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided in <u>Article 30.1</u> .	
6.5	In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.	Existing Article 6.5 is being deleted. It follows that, existing Articles 6.6 to 6.13 are being renumbered as new Articles 6.5 to 6.12, respectively.

Article	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10 <u>6.9</u> , serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	Revision of the article reference due to the renumbering of articles as set out above.
16.18	<p>The office of a Director shall be vacated:</p> <p>(a) if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;</p> <p>(b) if an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated;</p> <p>(c) if, without leave, he is absent from meetings of the Board (unless an alternate Director appointed by him attends in his place) for a continuous period of 12 months, and the Board resolves that his office be vacated;</p> <p>(d) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;</p> <p>(e) if he ceases to be or is prohibited from being a Director by law or by virtue of any provisions in these Articles;</p> <p>(f) if he shall be removed from office by notice in writing served upon him signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office; or</p> <p>(g) if he shall be removed from office by an ordinary resolution under Article 16.6.</p>	The last paragraph of existing Article 16.18 is being renumbered as new Article 16.19. It follows that, existing Articles 16.19 to 16.24 are being renumbered as new Articles 16.20 to 16.25, respectively.

Article	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
	<p>At every annual general meeting of the Company 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. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.</p>	
16.19	<p><u>At every annual general meeting of the Company 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. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.</u></p>	<p>The last paragraph of existing Article 16.18 is being renumbered as new Article 16.19. It follows that, existing Articles 16.19 to 16.24 are being renumbered as new Articles 16.20 to 16.25, respectively.</p>
16.24	<p>Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under Article 16.2216.23) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.</p>	<p>Revision of the article reference due to the renumbering of articles as set out above.</p>

Article	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
20.3	Subject to Articles 16.19 <u>16.20</u> to 16.24 <u>16.25</u> , questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.	Revision of the article reference due to the renumbering of articles as set out above.
30.1	<p>Except as otherwise provided in thesethe <u>the</u> Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner:</u></p> <p><u>(a) personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p><u>(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) by the Listing Rules and all applicable laws and regulations, by <u>making it available using electronic means by, including transmitting it to any electronic number or address or website supplied by the member to the Company; or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or</u></p> <p><u>(d) by making it available on the Company's Website and/or the Exchange's website; or</u></p>	

Article	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
	<p><u>(e)</u> (in the case of notice) by advertisement published in the manner prescribed under<u>in</u> the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	
30.4	<p>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	Existing Article 30.4 is being deleted.
30.4	<p>Any notice or document, <u>including any Corporate Communication:</u></p> <p><u>(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p>	

Article	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
	<p><u>(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</u></p> <p><u>(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p><u>(d) served by being made available on the Company's Website and/or the Exchange's website shall be deemed to be served on the day the notice first appears on the Company's website and/or the Exchange's website, or such later time as may be prescribed by the Listing Rules; and</u></p> <p><u>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u></p>	
30.6	<p>Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p>	<p>Existing Articles 30.6 to 30.8 are being deleted. It follows that, existing Articles 30.9 to 30.12 are being renumbered as new Articles 30.5 to 30.8, respectively.</p>

Article	Provisions in the Amended and Restated Memorandum and Articles of Association	Remarks
30.7	Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).	
30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	

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 Meeting Room – Yixin Rong, 2nd Floor, Yixin Building, 1 North, Zhongguancun Hongqiao Innovation Center, 365 Linhong Road, Changning District, Shanghai, China on Wednesday, May 8, 2024 at 11:00 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 for the year ended December 31, 2023.
2. To consider and declare a final dividend of HK3.00 cents per share of the Company for the year ended December 31, 2023.
3.
 - (a) To re-elect Mr. Andy Xuan Zhang as a Director.
 - (b) To re-elect Mr. Dong Jiang as a Director.
 - (c) To re-elect Ms. Amanda Chi Yan Chau as a Director.
 - (d) To authorize the board (the “**Board**”) of Directors to fix the remuneration of any re-elected Director mentioned in 3(a), 3(b), and 3(c) above.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix its remuneration.
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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 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; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders 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 allot, issue and deal with new shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (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 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);

NOTICE OF ANNUAL GENERAL MEETING

- (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) the exercise of options under a share option scheme of the Company;
- (iv) the issue of shares which may be awarded under a share award scheme of the Company; and
- (v) 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 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 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 in 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 the resolutions numbered 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued 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 of the Company as at the date of passing of this resolution.”

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting marked “A” and for identification purpose signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the current memorandum and articles of association of the Company with immediate effect after the close of this meeting and that the Directors be and are hereby authorized to do all things necessary to implement the adoption of the Amended and Restated Memorandum and Articles of Association.”

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

Hong Kong, March 11, 2024

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

Executive Directors

Mr. Andy Xuan Zhang and Mr. Dong Jiang

Non-executive Directors

Mr. Qing Hua Xie, Mr. Qin Miao and Ms. Amanda Chi Yan Chau

Independent non-executive Directors

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

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.

3. In order to be valid, the proxy form together with the relevant notarised 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 Friday, May 3, 2024 to Wednesday, May 8, 2024, both dates inclusive, during which period no transfer of shares will be registered. 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 Thursday, May 2, 2024.
5. For determining the entitlement to the proposed final dividends, the Register of Members of the Company will be closed from Thursday, May 16, 2024 to Tuesday, May 21, 2024, 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 dividends is Tuesday, May 21, 2024. In order to be qualified for the proposed final 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 14, 2024.
6. In the event that a tropical cyclone warning signal no. 8 or above is issued or black rainstorm warning 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. Shareholders may visit the website of the Company at www.yixincars.com for details of the postponement and alternative meeting arrangement.
7. No corporate gifts or refreshments will be provided at the Annual General Meeting to reduce close contact between attendees. If necessary, more stringent precautionary measures and/or other arrangement may be adopted at the Annual General Meeting to comply with any new, amended and then existing legal or regulatory requirement(s) of Hong Kong in effect at the relevant time.