

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON MAY 17, 2019  
AND  
RETIREMENT AND APPOINTMENT OF DIRECTOR**

**RESULTS OF THE ANNUAL GENERAL MEETING**

The Board is pleased to announce that at the Annual General Meeting, all the proposed Resolutions were duly passed by the Shareholders by way of poll.

**RETIREMENT AND APPOINTMENT OF DIRECTOR**

The Board announces that Mr. Zhang retired from office as a non-executive Director according to article 16.18 of the Articles of Association at the conclusion of the Annual General Meeting. Following the retirement of Mr. Zhang, the Board further announces that Mr. Zhou was appointed as a non-executive Director with effect from the conclusion of the Annual General Meeting.

References are made to the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of the Annual General Meeting of Yixin Group Limited 易鑫集团有限公司 (the “**Company**”), both dated April 8, 2019. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular.

## RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the Annual General Meeting held on May 17, 2019, all the ordinary resolutions (the “**Resolution(s)**”) as set out in the AGM Notice were proposed and duly passed by the Shareholders by way of poll with the results as follows:

ORDINARY RESOLUTIONS		NUMBER OF SHARES (%)	
		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the Directors and independent auditor for the year ended December 31, 2018.	4,809,722,939 (99.87%)	6,440,750 (0.13%)
2.	a) To re-elect Mr. Dong Jiang as Director.	4,809,711,939 (99.87%)	6,452,250 (0.13%)
	b) To re-elect Mr. Jimmy Chi Ming Lai as Director.	4,809,609,439 (99.86%)	6,554,750 (0.14%)
	c) To authorize the Board to fix the remuneration of the Directors.	4,809,711,439 (99.87%)	6,452,750 (0.13%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix its remuneration.	4,809,713,439 (99.87%)	6,450,750 (0.13%)
4.	To give a general mandate to the Directors to buy-back Shares not exceeding 10% of the total number of issued Shares.	4,809,712,939 (99.87%)	6,451,250 (0.13%)
5.	To give a general mandate to the Directors to issue, allot and deal with new Shares not exceeding 20% of the total number of issued Shares.	4,808,877,029 (99.85%)	7,287,160 (0.15%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with new Shares by the aggregate number of the Shares bought back by the Company.	4,808,877,029 (99.85%)	7,287,160 (0.15%)

*Note: Please refer to the AGM Notice for the full text of the Resolutions.*

As more than 50% of the votes were cast in favour of each of the Resolutions, all of the Resolutions were duly passed by way of poll as ordinary resolutions of the Company.

As at the date of the Annual General Meeting, the total number of issued Shares was 6,370,910,152 Shares, which was the total number of Shares entitling holders to attend and vote on the Resolutions proposed at the Annual General Meeting. No Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the Annual General Meeting and there were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the Annual General Meeting as set out in Rule 13.40 of the Listing Rules. None of the Shareholders have stated their intention in the AGM Circular to vote against or to abstain from voting on any of the Resolutions at the Annual General Meeting.

The Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the Annual General Meeting.

## **RETIREMENT OF DIRECTOR**

The Board announces that Mr. Zhang retired from office as a non-executive Director according to Article 16.18 of the Articles of Association at the conclusion of the AGM. Mr. Zhang did not offer himself for re-election due to his other business engagements which require more of his dedication.

Mr. Zhang confirmed that he has no disagreement with the Board and there is no matter in his knowledge which he considers necessary to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Zhang for his invaluable contributions to the Company during his tenure of office.

## **APPOINTMENT OF DIRECTOR**

Following the retirement of Mr. Zhang, the Board further announces that Mr. Huan Zhou (“**Mr. Zhou**”) was appointed as a non-executive Director with effect from the conclusion of the Annual General Meeting.

Mr. Zhou, aged 37, has been employed by Baidu, Inc., a company listed on the Nasdaq Global Select Market (NASDAQ: BIDU) since November 2016, with current position as a senior director of mobile ecosystem strategic planning department. Prior to that, he was employed by Dah Sing Bank (China) Limited from December 2012 to October 2016, with last position as the head of retail banking in the head office.

Mr. Zhou obtained his master degree in business administration from the Hong Kong University of Science and Technology in 2016.

Save as disclosed above, as at the date of this announcement, Mr. Zhou (i) has not held any other position in the Company or any of its subsidiaries or consolidated affiliated entities; (ii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company and (iv) does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhou has signed an appointment letter with the Company as a non-executive Director for an initial period of three years from May 17, 2019 (the “**Appointment Date**”) or an initial period from the Appointment Date until the third annual general meeting of the Company since the Appointment Date, whichever ends sooner. Mr. Zhou is subject to re-election at the next following general meeting and subsequent retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Listing Rules and the Articles of Association. Under the appointment letter, Mr. Zhou 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.

Save as disclosed herein, Mr. Zhou confirms that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board takes this opportunity to welcome Mr. Zhou to join the Board.

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

Hong Kong, May 17, 2019

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

<b>Executive Directors</b>	Mr. Andy Xuan Zhang and Mr. Dong Jiang
<b>Non-executive Directors</b>	Mr. James Gordon Mitchell, Mr. Jimmy Chi Ming Lai, Mr. Chenkai Ling and Mr. Huan Zhou
<b>Independent non-executive Directors</b>	Mr. Tin Fan Yuen, Mr. Chester Tun Ho Kwok and Ms. Lily Li Dong