

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)**

## INSIDE INFORMATION NEW VOTING PROXY AGREEMENT

This announcement is issued pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of Yixin Group Limited 易鑫集团有限公司 (“**Yixin**” or the “**Company**” and together with its subsidiaries and consolidated affiliated entities, the “**Group**”) announces that the voting proxy agreement entered into among Bitauto Holdings Limited (“**Bitauto**”), Tencent Holdings Limited (“**Tencent**”) and JD.com, Inc. on October 31, 2017 (the “**Original Voting Proxy Agreement**”), details of which are set out in the section headed “History and Corporate Structure — Shareholding Changes of our Company — Voting Proxy Agreement” of the prospectus of the Company dated November 6, 2017, will lapse on November 16, 2019.

As informed by Bitauto, on November 15 2019, Bitauto and Tencent entered into a new voting proxy agreement (the “**New Voting Proxy Agreement**”), which shall be effective as from November 16, 2019 and shall continue in effect for a term of one year ending on November 16, 2020 (the “**Original Expiration Date**”), which will be automatically extended for another one year following the Original Expiration Date (the “**Extended Term**”), provided that, Tencent and Bitauto may jointly elect to terminate the New Voting Proxy Agreement in writing at any time prior to the Original Expiration Date or during the Extended Term. Pursuant to the New Voting Proxy Agreement, Tencent granted Bitauto a voting proxy over 637,334,205 ordinary share(s) (the “**Tencent Shares**”) in the share capital of the Company of par value US\$0.0001 (the “**Shares(s)**”), solely for the purpose of enabling Bitauto to exercise in excess of 50% of the voting rights in the Company and thereby continue to consolidate the financial results of the Group. Without the prior written consent from Bitauto, Tencent shall not transfer the Tencent Shares during the term of the New Voting Proxy Agreement. In the event of such sale, the number of the Shares subject to the voting proxy shall be adjusted downward accordingly. The remaining Shares held by Tencent are not subject to the voting proxy and Tencent will remain entitled to vote those Shares in any manner it sees fit.

Pursuant to the New Voting Proxy Agreement, Bitauto shall have the right to vote the Tencent Shares, in its sole discretion, on all matters submitted to a vote of the shareholders of the Company (the “**Shareholders**”) at a meeting of Shareholders, except for any matters in respect of which Tencent is required to abstain from voting pursuant to the Listing Rules or any other applicable laws and rules. Bitauto has agreed to vote in favor of the appointment of two nominees of Tencent to the Board for so long as Tencent continues to directly or indirectly hold an effective interest of at least 20% of the issued share capital of our Company, and one nominee to the Board for so long as Tencent continues to directly or indirectly hold an effective interest of at least 10% of the issued share capital of our Company.

As at the date of this announcement, Bitauto controls, directly or indirectly, the exercise of an aggregate of approximately 53.57% of the voting rights in the Company through (i) its control, pursuant to the Original Voting Proxy Agreement, of the voting rights attached to 627,632,248 Shares, representing approximately 9.85% of the total issued Shares, and (ii) its direct or indirect ownership in 2,786,836,570 Shares, representing approximately 43.73% of the total issued Shares.

Assuming there were no change to the total number of Shares as at November 16, 2019, Bitauto would control, directly or indirectly, the exercise of an aggregate of approximately 53.73% of the voting rights in the Company through (i) its control, pursuant to the New Voting Proxy Agreement, of the voting rights attached to 637,334,205 Shares, representing approximately 10.00% of the total issued Shares, and (ii) its direct or indirect ownership in 2,786,836,570 Shares, representing approximately 43.73% of the total issued Shares.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, November 15, 2019

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

**Executive Directors**

Mr. Andy Xuan Zhang and Mr. Dong Jiang

**Non-executive Directors**

Mr. James Gordon Mitchell, 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