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**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)**

## **PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Yixin Group Limited 易鑫集团有限公司 (the “**Company**”) proposes certain amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association (the “**Existing Memorandum and Articles of Association**”) of the Company in order to (i) implement the change of the Listing Rules in respect of the overseas listed issuers (including the core shareholder protection standards as set out in Appendix 3 to the Listing Rules); (ii) allow the Company to hold electronic or hybrid general meetings; and (iii) make other consequential and housekeeping amendments. The Board also proposes for the Company to adopt the amended and restated memorandum and articles of association (the “**Amended and Restated Memorandum and Articles of Association**”) of the Company, which incorporates and consolidates all the Proposed Amendments, in substitution for and to the exclusion of the Existing Memorandum and Articles of Association.

A summary of the major changes brought about by the adoption of the Amended and Restated Memorandum and Articles of Association is set out below:

1. to include the definitions of “Communication Facilities”, “Person”, “Present” and “Virtual Meeting” and the relevant provisions in the Amended and Restated Memorandum and Articles of Association to expressly allow the Company to hold electronic or hybrid general meetings;
2. to update the definitions of “Companies Act” and “Electronic Transactions Act”, and make corresponding changes to the relevant provisions;
3. to provide that in relation to convening a general meeting:
  - i. the Company shall hold a general meeting as its annual general meeting in each financial year and such annual general meeting must be held within six (6) months (or such other period as may be permitted by the Listing Rules or The Stock Exchange of Hong Kong Limited) after the end of the Company’s financial year;

- ii. any one or more members holding at the date of deposit of the requisition not less than one-tenth of the voting rights at general meetings (on a one vote per share basis) in the share capital of the Company shall have the right to convene a general meeting and/or add resolutions to the meeting agenda;
  - iii. the Board may make communication facilities, including but not limited to video, video-conferencing, internet or online conferencing applications and telephone or tele-conferencing facilities, available for general meetings for members and other participants to attend and participate at such general meetings; and
  - iv. the notice of any general meeting at which communication facilities will be utilised must disclose the communication facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such communication facilities for the purpose of attending, participating and voting at such meeting;
4. to provide that in relation to the attendance and participation of the chairman of the general meeting (the “**Chairman**”) by means of communication facilities:
  - i. the Chairman shall be deemed to be “Present” (as defined in the Amended and Restated Memorandum and Articles of Association) at the meeting; and
  - ii. if the communication facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other persons attending and participating at the meeting, then the other directors present at the meeting shall choose another director present to act as Chairman for the remainder of the meeting; provided that (i) if no other director is present at the meeting, or (ii) if all the directors present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place (if applicable) as shall be decided by the Board;
5. to provide that every member present at a general meeting shall have the right to speak;
6. to specify that a “recognised clearing house” (as defined in the Amended and Restated Memorandum and Articles of Association) may appoint representative(s) to attend the Company’s general meetings or creditors’ meetings, and such representatives shall be entitled to the same rights as other shareholders of the Company, including the right to speak and vote;
7. to provide that any director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting;
8. to clarify that the appointment and the fixing of remuneration of an auditor shall be approved by way of ordinary resolution at a general meeting in compliance with the Listing Rules;

9. to provide that an auditor appointed under the relevant provision of the Amended and Restated Memorandum and Articles of Association shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by members at such remuneration to be determined by the members under the relevant provision of the Amended and Restated Memorandum and Articles of Association;
10. to provide that a special resolution is required to approve a voluntary winding-up of the Company;
11. to specify that the financial year end of the Company shall be 31 December in each year, unless otherwise prescribed by the Board;
12. to provide that the register(s) of members may be closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time; and
13. to make consequential amendments in line with the Proposed Amendments and other house-keeping amendments to better align with the wordings and requirements of the applicable laws of the Cayman Islands and the Listing Rules.

The adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval by the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting (the “**Annual General Meeting**”) of the Company, which is currently scheduled to be held on Wednesday, May 10, 2023.

A circular containing, among other things, details of the Proposed Amendments brought about by the adoption of the Amended and Restated Memorandum and Articles of Association, together with a notice convening the Annual General Meeting, will be despatched to the shareholders of the Company in due course.

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

Hong Kong, February 27, 2023

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. Qing Hua Xie, Mr. Qin Miao and Ms. Amanda Chi Yan Chau
<b>Independent non-executive Directors</b>	Mr. Tin Fan Yuen, Mr. Chester Tun Ho Kwok and Ms. Lily Li Dong