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XIN YUAN ENTERPRISES GROUP LIMITED

信源企業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1748)

- (1) APPOINTMENT OF CHAIRMAN;
(2) RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN;
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(4) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(5) CHANGE OF AUTHORISED REPRESENTATIVE
UNDER THE LISTING RULES;
AND
(6) CHANGE IN COMPOSITION OF BOARD COMMITTEE**

(1) APPOINTMENT OF CHAIRMAN

The board (“**Board**”) of directors (the “**Director(s)**” and each a “**Director**”) of Xin Yuan Enterprises Group Limited (the “**Company**”) together with its subsidiaries, the “**Group**”) is pleased to announce that with effect from 20 December 2021, Mr. Chen Ming (陳銘) (“**Mr. Chen**”), an executive director, has been appointed as the chairman of the Board, the chairman of the nomination committee (the “**Nomination Committee**”), and the authorized representative.

Mr. Chen, aged 25, was appointed as our executive director on 25 March 2021, who has approximately 3 years of experience in corporate governance. From September 2018 to October 2020, Mr. Chen worked in Xinhua Fortune Group Company Limited* (興華財富集團有限公司) (a company primarily engaged in iron and steel, e-commerce, agriculture, real estate, tourism and other industries coordinated development) as the assistant to the chairman, responsible for assisting the chairman of the board to call and preside over the general meeting of the management, organising the discussion of the company’s development plan, operation policy, annual plan, and major issues in daily operation.

Mr. Chen is the son of Mr. Chen Maochun (陳茂春), who held in a total of 116,000,000 Shares, representing approximately 26.36% of the share interest in the Company through his wholly owned company named UNIVERSAL INTERNATIONAL TECHNOLOGY (HONG KONG) LIMITED (環宇國際科技(香港)有限公司).

Mr. Chen graduated from Beijing Sport University (北京體育大學) and received a bachelor's degree in Sports Economics And Management in July 2018.

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, Mr. Chen (i) does not have any relationship with any other Director, senior management or substantial or controlling shareholder of the Company (as defined in the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"); (ii) does not have, and/or is not deemed to have any interests or short positions in the shares or underlying shares or debentures in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions in the Company or its subsidiaries and has not held any other directorships in any public listed companies in the last three years; and (iv) does not have any other major appointments or professional qualifications.

Mr. Chen has entered into a service agreement with the Company for an initial term of 3 years commencing from 25 March 2021, subject to retirement and re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Chen is entitled to receive remuneration in the amount of RMB600,000 per annum, which is determined by the Board with reference to the prevailing market rate and his experience, duties and responsibilities with the Company. The remuneration of Mr. Chen will be subject to review by the remuneration committee of the Company and the Board. There has been no change to the terms of remuneration of Mr. Chen by reason of the appointment.

Save as disclosed herein, the Board is not aware of any other matters relating to the aforesaid appointment that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**") and any other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(2) RESIGNATION OF EXECUTIVE DIRECTOR AND CHAIRMAN

The board wishes to announce that Mr. Wang Faqing (王法清) ("**Mr. Wang**") has tendered his resignation as an executive Director, the chairman of the Board, the chairman of the Nomination Committee, and the authorized representative, all with effect from 20 December 2021 due to his other personal commitments which requires more of his time and dedication.

Mr. Wang confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wang for his valuable contribution to the Company during his tenure of office as an executive Director.

(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 20 December 2021, Mr. Wei Shusong (魏書松) (“**Mr. Wei**”) has been appointed as an independent non-executive Director and the member of the Audit Committee.

Mr. Wei, aged 77, is a senior and registered accountant. He has approximately 19 years of experience working in government departments, and approximately 9 years of experience serving as an independent director in listed companies. From September 1985 to September 1999, Mr. Wei successively held important positions in the Harbin Municipal Finance Bureau (哈爾濱市政府財政局), Harbin Municipal Audit Bureau (哈爾濱市政府審計局), Harbin Municipal Institutional Reform Commission (哈爾濱市政府體制改革委員會), and Municipal Securities Regulatory Office (市政府證券監督管理辦公室). Mr. Wei then served as the director and inspector (主任及巡視員) of the Fuzhou Special Office of the China Securities Regulatory Commission (中國證監會福州特派辦) from July 1999 to July 2003 and from July 2003 to September 2004, respectively. Mr. Wei had been retired since September 2004. Subsequently, Mr. Wei served as an independent director in Fujian Star-net Communication Co., Ltd. (福建星網銳捷通訊股份有限公司) (stock code: 002396.SZ) from October 2005 to December 2011, in Yango Group Co.,Ltd (陽光城集團股份有限公司) (stock code: 000671.SZ) from December 2007 to December 2010, and in Fujian Nanping Sun Cable Co., LTD. (福建南平太陽電纜股份有限公司) (stock code: 002300.SZ) from January 2013 to September 2014 respectively.

Mr. Wei graduated from the Renmin University of China (中國人民大學) in 1968 and graduated from the Graduate University of the Chinese Academy of Sciences (中科院研究生院) in 1991.

Save as disclosed herein, to the best of the Directors’ knowledge, information and belief having made reasonable enquiry, Mr. Wei (i) does not have any relationship with any other Director, senior management or substantial or controlling shareholder of the Company (as defined in the Listing Rules on the Stock Exchange; (ii) does not have, and/or is not deemed to have any interests or short positions in the shares or underlying shares or debentures in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions in the Company or its subsidiaries in the last three years; and (iv) does not have any other major appointments or professional qualifications.

Mr. Wei has entered into a letter of appointment with the Company for an initial term of 3 years commencing from 20 December 2021, subject to retirement and re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, Mr. Wei is entitled to receive remuneration in the amount of HKD240,000 per annum, which is determined by the Board with reference to the prevailing market rate and his experience, duties and responsibilities with the Company. The remuneration of Mr. Wei will be subject to review by the remuneration committee of the Company and the Board.

Save as disclosed herein, the Board is not aware of any other matters relating to the aforesaid appointment that need to be brought to the attention of the Shareholders and any other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to extend its warmest welcome to Mr. Wei for joining the Board.

(4) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board wishes to announce that Mr. Lai Guanrong (賴觀榮) (“**Mr. Lai**”) has tendered his resignation as an independent non-executive Director and the member of the audit committee (the “**Audit Committee**”) with effect from 20 December 2021 due to his other personal commitments which requires more of his time and dedication.

Mr. Lai confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lai for his valuable contribution to the Company during his tenure of office as an independent non-executive Director.

(5) CHANGE OF AUTHORISED REPRESENTATIVE UNDER THE LISTING RULES

The Board wishes to announce that with effect from 20 December 2021, Mr. Wang has resigned as the authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Listing Rules and Mr. Chen has been appointed as the Authorised Representative.

(6) CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board wishes to announce that with effect from 20 December 2021, Mr. Wang has resigned as the chairman of the Nomination Committee and Mr. Chen has been appointed as the chairman of the Nomination Committee.

The Board wishes to announce that with effect from 20 December 2021, Mr. Lai has resigned as the member of the Audit Committee and Mr. Wei has been appointed as the member of the Audit Committee.

By Order of the Board
Xin Yuan Enterprises Group Limited
Chen Ming
Chairman and Executive Director

Hong Kong, 20 December 2021

* *The English translation of Chinese names or words in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese names and words.*

As at the date of this announcement, Mr. Chen Ming, Mr. Xu Wenjun and Mr. Ding Yuzhao and Mr. Lin Shifeng are the executive Directors, and Mr. Wei Shusong, Mr. Suen Chi Wai and Mr. Xu Jie are the independent non-executive Directors.