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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)**

### **PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Xin Yuan Enterprises Group Limited (the “**Company**”) hereby announces that the Board proposes to make certain amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum and articles of association of the Company (effective on 26 September 2018) (the “**Memorandum and Articles**”) in order to comply with the Core Shareholder Protection Standards as set out in the amended Appendix 3 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) which took effect on 1 January 2022 and to incorporate the housekeeping amendments to the Memorandum and Articles.

The major Proposed Amendments are summarised as follows:

1. to state the financial year end of the Company;
2. to provide that the Company shall hold an annual general meeting in each financial year and such annual general meeting shall be held within six months after the end of the Company’s financial year;
3. to amend the notice period for a general meeting to follow the requirements of the Listing Rules;
4. to provide that any director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
5. to expressly state that shareholders (including a shareholder which is a Clearing House (or its nominee(s)) shall have the right to speak and vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;

6. to change the requirement for a special resolution to remove an auditor to an ordinary resolution; and
7. other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments and adoption of the second amended and restated memorandum and articles of association incorporating and consolidating all the Proposed Amendments are subject to the approval of the shareholders (the “**Shareholders**”) of the Company by way of special resolution at the forthcoming annual general meeting (“**AGM**”) of the Company to be held on Tuesday, 21 June 2022. A circular containing the details of the Proposed Amendments together with the notice of the AGM will be despatched to the Shareholders in due course.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM.

By order of the Board of  
**XIN YUAN ENTERPRISES GROUP LIMITED**  
**Chen Ming**  
*Chairman*

Hong Kong, 20 April 2022

*As at the date of this announcement, Mr. Chen Ming, Mr. Chen Jiagan, Mr. Xu Wenjun, 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.*