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Ye Xing Group Holdings Limited
燁星集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1941)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Ye Xing Group Holdings Limited (the “**Company**”) will be held at Room 301, No. 8 Hongfu Road, Xihongmen, Daxing District, Beijing, PRC on Wednesday, 31 May 2023 at 10:00 a.m. to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company and its subsidiaries for the year ended 31 December 2022.
2.
 - i. To re-elect Mr. Zhao Weihao as an executive Director.
 - ii. To re-elect Ms. Li Yin Ping as an executive Director.
 - iii. To re-elect Mr. Chan Cheong Tat as an independent non-executive Director.
 - iv. To authorize the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorize the Board of Directors to fix its remuneration.

SPECIAL RESOLUTION

4. To consider and, if thought fit, pass the following resolution as a special resolution:
 - (A) “**THAT**:
 - i. the existing amended and restated memorandum and articles of association of the Company be and are hereby amended in the manner as set out in the circular of the Company dated 28 April 2023 (the “**Circular**”);

- ii. the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in the form produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted as the new set of memorandum and articles of association of the Company, in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company in their entirety, with immediate effect after the close of the Meeting; and
- iii. any one director or company secretary of the Company be and are hereby authorized to do all things necessary to implement the adoption of the New M&A.”

By Order of the Board
Ye Xing Group Holdings Limited
Wu Guoqing
Chairman and executive Director

Hong Kong, 28 April 2023

Registered office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Principal place of business in the PRC:

Room 108
No. 45 Xinrong North Street
Xihongmen, Daxing District
Beijing, PRC

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. 10:00 a.m. on Monday, 29 May 2023).
5. With respect to resolution no. 2 of this notice, Mr. Zhao Weihao, Ms. Li Yin Ping and Mr. Chan Cheong Tat shall retire from office of directorship and shall offer themselves for re-election in accordance with the memorandum and articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix I to the circular of the Company dated 28 April 2023.
6. As at the date of this notice, the board of Directors comprises Mr. Zhao Weihao, Ms. Wu Guoqing, Ms. Li Yin Ping and Ms. Zhang Chunying as executive Directors; Mr. Li Yifan as non-executive Director and Mr. Chan Cheong Tat, Mr. Cheung Wai Hung, Ms. Chen Weijie and Mr. Leung Ka Wo as independent non-executive Directors.