

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Xin Yuan Enterprises Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR (1) THE PROPOSED APPOINTMENT OF DIRECTORS;
(2) THE PROPOSED RE-ELECTION OF DIRECTORS;
(3) THE PROPOSED REMOVAL OF DIRECTORS;
(4) THE PROPOSED REVOCATION OF GENERAL MANDATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “EGM”) of Xin Yuan Enterprises Group Limited to be held at Room 1509, 15/F, Star House, No. 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Saturday, 1 March 2025 at 10:00 a.m., at which, among other things, the above proposals will be considered, is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time of the EGM (i.e. not later than 10:00 a.m. on Thursday, 27 February 2025) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

14 February 2025

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“2024 AGM”	the annual general meeting of the Company held on 18 June 2024
“2024 AGM Circular”	the circular of the Company to the Shareholders dated 23 April 2024
“Articles”	the articles of association of the Company, as amended from time to time, and the “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended from time to time
“Company”	XIN YUAN ENTERPRISES GROUP LIMITED, an exempted company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1748)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Room 1509, 15/F, Star House, No. 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Saturday, 1 March 2025 at 10:00 a.m. or any adjournment thereof, notice of which is set out on pages EGM-1 to EGM-3 of this circular
“Further Requisition”	the requisitions contained in the Further Requisition Notice relating to, among others, the revocation of the General Mandate and the revocation of the extension of the General Mandate as referred to in this circular
“Further Requisition Notice”	a letter to the Company dated 5 January 2025 and deposited to the Company on 5 January 2025 from the Further Requisitionists, in respect of the Further Requisition
“Further Requisitionists”	the Requisitionists and three other alleged shareholders of the Company, Golden Boomer Limited, Mr. Huang Lingsheng (黄玲生) and Mr. Chen Guiren
“General Mandate”	the general mandate granted to the Directors at the 2024 AGM to allot, issue and deal in Shares not exceeding 20% of the total number of Shares in issue, further details as stated in resolution no. 4 of the 2024 AGM Circular

DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 February 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nominated Directors”	collectively, Mr. Fan Ruihua, Mr. Huang Dehai, Ms. Chen Yanyan, Mr. Yang Lei, Mr. Yang Yunmin and Mr. Xie Xianyun
“PRC”	the People’s Republic of China (for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Proposed Appointment”	the proposed appointment of the Nominated Directors
“Proposed Removal”	the proposed removal of the Removing Directors
“Removing Directors”	collectively, Mr. Chen Jiagan, Mr. Xu Wenjun and Mr. Chen Yanbiao
“Requisition”	the requisitions contained in the Requisition Notice relating to, among others, the appointment of the Nominated Directors, the re-election of Directors and the removal of the Removing Directors as referred to in this circular
“Requisition Notice”	a letter to the Company dated 2 January 2025 and deposited to the Company on 2 January 2025 from the Requisitionists, in respect of the Requisition
“Requisition Notices”	collectively, the Requisition Notice and Further Requisition Notice
“Requisitionists”	Universal International Technology (Hong Kong) Limited, Well Grace Trading Co., Limited and HJ Technology Co., Limited, holders of not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company as at the date of the Requisition Notice
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chen Jiagan (*Chairman*)
Mr. Xu Wenjun (*Chief executive officer*)
Mr. Chen Ming
Mr. Lin Shinfeng
Mr. Chen Yanbiao
Ms. Liu Weipeng

Registered Office in the Cayman Islands:

P.O. Box 31119
Grand Pavilion Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Independent non-executive Directors:

Mr. Xu Jie
Mr. Wei Shusong

*Head office and principal place of
business in the PRC:*

Room 02-05, 40th Floor
International Commerce Centre
No. 23 Changting Street
Taijiang, Fuzhou
China

Principal place of business in Hong Kong

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

14 February 2025

To the Shareholders,

Dear Sir or Madam,

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR (1) THE PROPOSED APPOINTMENT OF DIRECTORS;
(2) THE PROPOSED RE-ELECTION OF DIRECTORS;
(3) THE PROPOSED REMOVAL OF DIRECTORS;
(4) THE PROPOSED REVOCATION OF GENERAL MANDATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with, amongst other things, the relevant information regarding the proposals to seek the approval of the Shareholders at the EGM for (i) the proposed resolutions as set out in the Requisition Notice in relation to, among others, the Proposed Appointment, the proposed re-election of Directors and the Proposed Removal; (ii) the proposed resolutions as set out in the Further Requisition Notice in relation to among others, the revocation of the General Mandate and the extension to the General Mandate; and (iii) the notice of EGM.

Shareholders are advised to read this circular thoroughly and carefully before deciding how to vote on the resolutions.

REQUISITION BY THE REQUISITIONISTS

Reference is made to the announcement of the Company dated 8 January 2025 in relation to, among others, the Requisition Notice.

On 2 January 2025, the Board received the Requisition Notice from the Requisitionists requesting the Board to convene the EGM for considering and, if thought fit, passing the following resolutions as ordinary, or special (if applicable) resolutions:

- “1. to remove Mr. Chen Jiagan (陳家幹) as an executive Director, the chairman of the Board, and any other roles and duties of the Group according to Article 114 of the Articles, with effect from the conclusion of the EGM;
2. to remove Mr. Xu Wenjun (徐文均) as an executive Director, the chief executive officer of the Company, and any other roles and duties of the Group according to Article 114 of the Articles, with effect from the conclusion of the EGM;
3. to remove Mr. Chen Yanbiao (陳延標) as an executive Director and any other roles and duties of the Group according to Article 114 of the Articles, with effect from the conclusion of the EGM;
4. to re-elect Mr. Wei Shusong (魏書松先生) as an independent non-executive Director;
5. to re-elect Mr. Xu Jie (徐捷) as an independent non-executive Director;
6. to appoint Mr. Fan Ruihua (范瑞華) as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;
7. to appoint Mr. Huang Dehai (黃德海) as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;
8. to appoint Ms. Chen Yanyan as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;
9. to appoint Mr. Yang Lei (楊雷) as a non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;

LETTER FROM THE BOARD

10. to appoint Mr. Yang Yunmin (楊雲敏) as an independent non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM; and
11. to appoint Mr. Xie Xianyun (謝賢雲) as an independent non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM.”

FURTHER REQUISITION FROM THE FURTHER REQUISITIONISTS

On 5 January 2025, the Board received a further letter from the Further Requisitionists. The following additional resolutions are proposed to be considered and, if thought fit, passed as ordinary resolutions of the Company at the EGM:

- “1. to revoke the General Mandate with effect from the conclusion of the EGM; and
2. to revoke the extension of the General Mandate (by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted in the 2024 AGM), further details as stated in resolution no. 6 of the 2024 AGM Circular, with effect from the conclusion of the EGM.”

RELEVANT PROVISIONS UNDER THE ARTICLES

Pursuant to Article 64 of the Articles, the Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights, on a one vote per share basis, in the share capital of the Company. Such requisition shall be made in writing to the Directors or the secretary for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the principal meeting place within the meaning ascribed to it under the Articles, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

PROPOSED APPOINTMENT OF THE NOMINATED DIRECTORS

Biographical details of the Nominated Directors were provided by the Requisitionist in Chinese only and are reproduced in English in the Appendix to the English version of this circular. The English translation of the biographical details of the Nominated Directors is for reference only, and in case of any inconsistencies, the Chinese version should prevail.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting. Shareholders should

LETTER FROM THE BOARD

note that based on the information available to the Board as provided by the Requisitionists, the biographical details provided do not appear to be fully in compliance with Rule 13.51(2) of the Listing Rules and have not been verified by the Board.

Reasons for the Proposed Removal, proposed re-election of Directors and Appointment of Directors

The Requisitionists have not set out their reasons for the proposed appointment of the Nominated Directors, the proposed re-election of Directors and the proposed removal of the Removing Directors.

The Directors are of the view that the Removing Directors and the Directors proposed to be subject to re-election are equipped with the necessary expertise, knowledge, skills and experience as demonstrated in their biographical details as set out in the annual report for the year ended 31 December 2023, and are actively involved in the management of the Company (other than the independent non-executive Directors).

No recommendation has been made by the Board or the nomination committee of the Board with regard to the Proposed Appointment. In addition, the Board is not in a position to comment on whether there is any matter regarding the Proposed Appointment that needs to be brought to the attention of the Shareholders pursuant Rule 13.51(2) of the Listing Rules. Moreover, the Requisition Notice did not set out the independence of directors regarding the Proposed Appointment.

In view of the above, the Directors are of the view that (i) the Proposed Removal and the proposed re-election of directors would materially hamper the management of the Group and adversely affect the ordinary course of business and operations of the Group; and (ii) would not be beneficial to the Company and the Shareholders as a whole.

PROPOSED REVOCATION OF THE GENERAL MANDATES

Pursuant to the Further Requisition Notice, the Further Requisitionists have requested that ordinary resolutions be proposed at the EGM to revoke the General Mandate and the extension to the General Mandate.

Reasons for the Proposed Revocation of the General Mandates

The Further Requisitionists have not set out the reasons for the proposed revocation of the General Mandates and the extension to the General Mandate. The Directors are of the view that the revocation of the General Mandate and the extension to the General Mandate would not be beneficial to the Company and the Shareholders as a whole, the Directors are of the view that (i) the General Mandate can offer flexibility and opportunity to the board to raise capital for the business operation of the Group; and (ii) the extension to the General Mandate allow the Board to enhance the Company's capital structure.

LETTER FROM THE BOARD

INFORMATION ON THE REQUISITIONISTS

The Requisitionists, being Universal International Technology (Hong Kong) Limited, Well Grace Trading Co., Limited and HJ Technology Co., Limited, held an aggregate of 169,930,343 Shares, representing approximately 38.62% of the issued share capital of the Company, based on the register of members of the Company as at 2 January 2025.

INFORMATION ON THE FURTHER REQUISITIONISTS

Among the Further Requisitionists, (i) the Requisitionists held an aggregate of 169,930,343 Shares, representing approximately 38.62% of the issued share capital of the Company; and (ii) Golden Boomer Limited, Mr. Huang Lingsheng (黃玲生) and Mr. Chen Guiren (陳貴仁) did not have any shareholding in the Company, based on the register of members of the Company as at 5 January 2025.

EGM

The EGM will be convened and held at Room 1509, 15/F, Star House, No. 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Saturday, 1 March 2025 at 10:00 a.m. for the Shareholders to consider and, if thought fit, to approve the Proposed Removal, the proposed re-election of Directors and the Proposed Appointment, as well as the revocation of the General Mandate and the extension to the General Mandate. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the office of the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment of that meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment of that meeting should you so desire.

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the Chairman of the EGM, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands. Accordingly, save for purely procedural or administrative matters, the voting on all resolutions at the EGM will be conducted by a way of poll.

RECOMMENDATION

For reasons set out in the section above, the Directors consider the resolutions proposed under the Requisition Notices are not in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote against the ordinary resolutions 1 to 3, and 6 to 13 and to vote for the ordinary resolutions 4 and 5 under the Requisition Notices to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Unless otherwise specified, the English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of the Board
XIN YUAN ENTERPRISES GROUP LIMITED
Chen Jiagan
Chairman

The biographical details of the Nominated Directors at the EGM as provided by the Requisitionists is reproduced below. Shareholders should note that the Board was not provided with any documents in support with the particulars of the Nominated Directors as set out in this Appendix and accordingly takes no responsibility for the accuracy of the information regarding the Nominated Directors.

Mr. Fan Ruihua

Education Background

- September 2002 to October 2002: Fujian Minhai Adult Secondary School, Secondary Diploma, Major in Marketing;
- April 2010 to July 2012: Southwest University of Science and Technology, Associate Degree, Major in Accounting;
- October 2018 to September 2020: Brest Business School, Master Degree, Major in Internet and Business Management.

Work Experience

September 2004 to March 2024, Xinghua Fortune Group Co., Ltd.* (興華財富集團有限公司)

- September 2004 to August 2009: Worked at Hebei Xinghua Iron and Steel Co., Ltd.* (河北興華鋼鐵有限公司), responsible for auditing, cost accounting, and asset management;
- August 2004 to December 2013: Head of Asset Management Section and Director of Finance Department, Hebei Xinghua Iron and Steel Co., Ltd.* (河北興華鋼鐵有限公司);
- January 2014 to June 2017: Director of Cost Pre-Control Center, Chief Financial Officer, and Cost Director, Hebei Xinghua Iron and Steel Co., Ltd.* (河北興華鋼鐵有限公司);
- June 2017 to July 2019: Head of the Asset Management Department and Assistant General Manager of the Cost Pre-Control Department, Xinghua Fortune Group Co., Ltd.* (興華財富集團有限公司);
- July 2019 to April 2024: Deputy General Manager and General Manager of the Cost Pre-Control Department, Xinghua Fortune Group Co., Ltd.* (興華財富集團有限公司);
- May 2024 to December 2025: Participated in training and learning; served as Chief Financial Officer of Ningbo Haoshida Machinery Technology Co., Ltd.* (寧波豪士達機械科技有限公司).

Mr. Huang Dehai

Mr. Huang Dehai, male, graduated from Hunan University of Science and Technology in 1998, majoring in urban construction. He joined Union Faith Group in 1999 and served as manager of the engineering department and manager of the audit department. From 2007 to 2011, he served as deputy general manager of Fujian Donglian Hydropower Co.* (福建省東聯水電公司), a subsidiary of Union Faith Group. From 2012 to 2020, he served as general manager of Fujian Donglian Real Estate Co., Ltd.* (福建省東聯房地產有限公司). He has been the legal person in charge of Union Faith Group since 2021.

Ms. Chen Yanyan*Education Background*

Bielefeld University, Germany	2003 to 2007
Master Degree in Economic Law	
China University of Political Science and Law	1999 to 2001
International Economic Law	

Work Experience

Zhonglian Steel Credit E-Commerce Co., Ltd.* (中聯鋼信電子商務有限公司)	September 2016 to present
Assistant to the Chairman	
China Everbright Financial Holdings Guangdong Asset Management Co., Ltd.* (光大金控廣東資產管理有限公司)	June 2012 to August 2013
Deputy General Manager	
Xinghua Fortune Group Co., Ltd.* (興華財富集團有限公司)	June 2011 to May 2012
Assistant to the Chairman	
— Responsible for handling daily affairs of the chairman	
— Organized and arranged management meetings	
— Accompanied the chairman at APEC summits, providing full translation support	
— Coordinated internal corporate relationships and oversaw performance evaluations for some employees	
— Participated in expanding group projects in real estate, energy, and financial investments, conducting investment analysis	
Germany Xinghua Co., Ltd.* (德國興華有限責任公司)	May 2008 to June 2011
General Manager	
— Independently founded a business exporting large industrial machinery and equipment to Germany	
— Analyzed industry and market trends; introduced German environmental technologies and equipment	
— Established long-term partnerships with major automotive manufacturers in China	
— Built a corporate team, integrating Chinese and Western business and cultural model	

Würth-Gruppe, Germany	June 2007 to
Headquarters Finance Department	May 2008
— Compiled and audited annual financial statements for 20 Chinese subsidiaries	
— Participated in the development of internal transfer pricing policies	
Hebei Xinghua Iron and Steel Co., Ltd.* (河北興華鋼鐵有限公司)	July 2001 to
Assistant Accountant	June 2002
— Managed fund transfers between branches and headquarters	
— Conducted accounting on material cost, sales account, and accounts receivable/payable	
— Assisted the chief accountant with daily operations and cash management	

Mr. Yang Lei

Mr. Yang has been admitted as a solicitor of the High Court of Hong Kong since 2020. Mr. Yang was employed as an associate at Paul Hastings from March 2021 to November 2022. From November 2022 to the present, Mr. Yang acted as a partner at Patrick Mak and Tse. Mr. Yang focuses on corporate and commercial affairs, including corporate finance for listed companies, mergers and acquisitions, licensing and compliance matters regarding the Securities and Futures Commission of Hong Kong. He has also assisted several reputable companies during their listing process with the Stock Exchange and on compliance issues regarding the Listing Rules. Mr. Yang obtained lawyer's practice license of PRC in April 2015. Mr. Yang also subsequently obtained the Juris Doctor degree and attended the Postgraduate Certificate of Laws at The City University of Hong Kong in 2016 and 2017 respectively.

Mr. Yang Yunmin

Mr. Yang Yunmin, born in 1962, aged 62, his profiles are as follows:

1979 to 1983: Obtained a bachelor degree from the Department of Philosophy, Beijing Normal University;

1987 to 1989: Obtained a master degree from a postgraduate programme in philosophy, Fujian Provincial Party School (福建省委黨校);

1983 to 1998: Lecturer at Fujian Radio University (福建廣播大學);

1998 to 2005: Deputy General Manager at Fujian Xiangye Real Estate Development Co., Ltd.* (福建祥業房地產開發有限公司);

1998 to 2013: General Manager at Fujian Shengkun Decoration Engineering Co., Ltd.* (福建盛坤裝修工程有限公司);

2005 to 2010: Independent Director at Fujian Start Group Co.,Ltd. (Stock Code: 600734);

2010: Chairman at Fujian Shengkun Mazu Construction Development Co., Ltd.* (福建聖坤媽祖建設發展有限公司);

2013 to 2018: General Manager at Tianjin Kejian Green Forest Environmental Technology Co., Ltd.* (天津科城綠林環保科技有限公司);

2018 to 2020: Director at Guangdong Fenghua Advanced Technology Co., Ltd.* (廣東風華特種元器件股份有限公司);

2018 to 2020: Executive Director at Fuzhou Jiuhuli Investment Partnership* (福州九和里投資合夥企業);

2018 to present: Executive Director at Lisheng (Fuzhou) Hearing Aid Co., Ltd.* (麗聲(福州)助聽器有限公司);

2021 to present: Executive Director at Fujian Jinlan Think Tank Consulting Management Co., Ltd.* (福建金盞智庫諮詢管理有限公司).

Mr. Xie Xianyun

Xie Xianyun, male, Han in terms of ethnicity and born in Pingtan County, Fujian Province in February 1967, started his career in August 1990 after graduating from a postgraduate programme in China University of Political Science and Law with civil and commercial laws as his major subjects. He has a postgraduate degree and a master's degree, and is currently a director and senior partner of Tahota (Fuzhou) Law Firm* (泰和泰(福州)律師事務所).

Xie Xianyun has started practising law in 1990 and has processed a large number of litigation, arbitration and non-litigation cases since then, focusing on real estate and construction projects, government and public affairs, corporate business, cross-strait integration and Taiwan-related legal services. With his profound knowledge in jurisprudential theories and rich practical experience in providing consultancy, litigation and special legal services to many real estate/construction enterprises, large state-owned enterprises, administrative institutions, private group companies, industry associations and others, he could effectively integrate corporate management and legal risk management and control with remarkable results, thereby winning the trust of customers. He has once represented Lin XX, Wu XX as well as other defendants in lawsuit enforcement with dissenting opinions, which has been recorded in the “China Trial Case Summary (2013 Commercial Trial Case Volume)” (《中國審判案例要覽(2013年商事審判案例卷)》) jointly compiled by National Judges College and Renmin University of China Law School (中國人民大學法學院).

Social Duties and Memberships

Xie Xianyun is currently a representative in the 18th People’s Congress of Taijiang District, Fuzhou City, a member of the Legislative Affairs Committee (法制委員會) of the Standing Committee of the 18th People’s Congress of Taijiang District, Fuzhou City, a member of the 7th Committee of Fuzhou City Lawyer Association (福州市律師協會) and the deputy director of the 7th Committee for Legal Rights and Interests of Lawyers (維護律師合法權益委員會) of Fuzhou City Lawyer Association (福州市律師協會), serving as a director of the 8th and the 11th Council of Fuzhou City Lawyer Association (福州市律師協會第八屆及第十一屆理事會), an instructor on practices in the Law School (法學院) of Fujian Jiangxia University, the chairman of the Board of Supervisors under the Legal Studies Branch (法學分會) of the Alumni of Fujian Jiangxia University and the professional lawyer for “Construction and Real Estate” awarded by Fujian Provincial Lawyer Association (福建省律師協會) in 2019.

* *For identification purpose only*



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Xin Yuan Enterprises Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Room 1509, 15/F, Star House, No. 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Saturday, 1 March 2025 at 10:00 a.m., to consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions

- “1. to remove Mr. Chen Jiagan (陳家幹) as an executive director (the “**Director(s)**”), the chairman of the board of Directors, and any other roles and duties of the Group according to Article 114 of the Articles of Association of the Company (the “**Article(s)**”), with effect from the conclusion of the EGM;
2. to remove Mr. Xu Wenjun (徐文均) as an executive Director, the chief executive officer of the Company, and any other roles and duties of the Group according to Article 114 of the Articles, with effect from the conclusion of the EGM;
3. to remove Mr. Chen Yanbiao (陳延標) as an executive Director and any other roles and duties of the Group according to Article 114 of the Articles, with effect from the conclusion of the EGM;
4. to re-elect Mr. Wei Shusong (魏書松先生) as an independent non-executive Director;
5. to re-elect Mr. Xu Jie (徐捷) as an independent non-executive Director;
6. to appoint Mr. Fan Ruihua (范瑞華) as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;
7. to appoint Mr. Huang Dehai (黃德海) as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;
8. to appoint Ms. Chen Yanyan as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;
9. to appoint Mr. Yang Lei (楊雷) as a non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;

NOTICE OF EGM

10. to appoint Mr. Yang Yunmin (楊雲敏) as an independent non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;
11. to appoint Mr. Xie Xianyun (謝賢雲) as an independent non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM;
12. to revoke the general mandate (the “**General Mandate**”) granted to the Directors at the annual general meeting of the Company held on 18 June 2024 (the “**2024 AGM**”) to allot, issue and deal in shares (the “**Share(s)**”) of the Company not exceeding 20% of the total number of Shares in issue, further details as stated in resolution no. 4 of the circular of the Company dated 23 April 2024 in relation to the 2024 AGM (the “**2024 AGM Circular**”) with effect from the conclusion of the EGM; and
13. to revoke the extension of the General Mandate (by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted in the 2024 AGM), further details as stated in resolution no. 6 of the 2024 AGM Circular, with effect from the conclusion of the EGM.”

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

Hong Kong, 14 February 2025

<i>Registered office in the Cayman Islands:</i>	<i>Principal place of business and head office in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
P.O. Box 31119 Grand Pavilion Hibiscus Way, 802 West Bay Road Grand Cayman KY1-1205 Cayman Islands	Room 02–05, 40th Floor International Commerce Centre No. 23 Changting Street Taijiang, Fuzhou China	40th Floor, Dah Sing Financial Centre No. 248 Queen’s Road East Wanchai, Hong Kong

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from 25 February 2025 (Tuesday) to 1 March 2025 (Saturday), 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 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 24 February 2025 (Monday).
2. A member of the Company entitled to attend and vote at the EGM 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.

NOTICE OF EGM

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 authorised 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 authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, 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. not later than 10:00 a.m. on Thursday, 27 February 2025).

As at the date of this notice, Mr. Chen Ming, Mr. Chen Jiagan, Mr. Xu Wenjun, Mr. Chen Yanbiao, Mr. Lin Shifeng and Ms. Liu Weipeng are the executive Directors, and Mr. Wei Shusong and Mr. Xu Jie are the independent non-executive Directors.