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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)

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;
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	Room 02-05, 40th Floor	40th Floor,
Grand Pavilion Hibiscus Way,	International Commerce	Dah Sing Financial Centre
802 West Bay Road	Centre	No. 248 Queen’s Road East
Grand Cayman KY1-1205	No. 23 Changting Street	Wanchai,
Cayman Islands	Taijiang, Fuzhou	Hong Kong
	China	

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.
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.