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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

At the extraordinary general meeting (the “**EGM**”) of Xin Yuan Enterprises Group Limited (the “**Company**”) held on Saturday, 1 March 2025, all the proposed resolutions as set out in the notice of the EGM dated 14 February 2025 were put to the vote by poll.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the total number of issued shares of the Company was 440,000,000 shares, the holders of which were entitled to attend and vote at the EGM. There were no restrictions on any shareholders of the Company (the “**Shareholder**”) to cast votes on any of the proposed resolutions at the EGM.

No Shareholder was required to abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and no Shareholder was required under the Listing Rules to abstain from voting on the proposed resolutions at the EGM.

There was no share of the Company entitling the holders to attend and vote only against the proposed resolutions at the EGM. No Shareholder has indicated in the circular of the Company dated 14 February 2025 that he/she/it intends to abstain from voting for, or vote against any of the proposed resolutions at the EGM.

The poll results in respect of all the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To remove Mr. Chen Jiagan 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	213,916,343 (49.25%)	220,435,657 (50.75%)
2.	To remove Mr. Xu Wenjun 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	213,916,343 (49.25%)	220,435,657 (50.75%)
3.	To remove Mr. Chen Yanbiao 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	213,916,343 (49.25%)	220,435,657 (50.75%)
4.	To re-elect Mr. Wei Shusong as an independent non-executive Director	220,435,657 (50.75%)	213,916,343 (49.25%)
5.	To re-elect Mr. Xu Jie as an independent non-executive Director	220,435,657 (50.75%)	213,916,343 (49.25%)
6.	To appoint Mr. Fan Ruihua as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM	213,916,343 (49.25%)	220,435,657 (50.75%)
7.	To appoint Mr. Huang Dehai as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM	434,352,000 (100.00%)	0 (0.00%)
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	213,916,343 (49.25%)	220,435,657 (50.75%)
9.	To appoint Mr. Yang Lei as a non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM	213,916,343 (49.25%)	220,435,657 (50.75%)
10.	To appoint Mr. Yang Yunmin as an independent non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM	213,916,343 (49.25%)	220,435,657 (50.75%)
11.	To appoint Mr. Xie Xianyun as an independent non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM	213,916,343 (49.25%)	220,435,657 (50.75%)
12.	To revoke the General Mandate with effect from the conclusion of the EGM; and	434,352,000 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
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	434,352,000 (100.00%)	0 (0.00%)

As less than 50% of the votes were cast in favour of each of the proposed resolutions numbered 1, 2, 3, 6, 8, 9, 10 and 11 above, these resolutions were not passed as ordinary resolutions of the Company.

As more than 50% of the votes were cast in favour of each of the proposed resolutions numbered 4, 5, 7, 12 and 13 above, these resolutions were duly passed as ordinary resolutions of the Company.

Save for Mr. Lin Shifeng who did not attend the EGM due to sickness, all the other Directors attended the EGM in person or by electronic means.

NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

As ordinary resolution no. 7 above was passed, Mr. Huang Dehai became an executive Director with effect from the conclusion of the EGM. For the biographic details of Mr. Huang Dehai, please refer to the circular of the Company dated 14 February 2025. For the other details required under the Listing Rules, the Company will try to get in contact with Mr. Huang Dehai as soon as possible to obtain such information and make further announcement in due course. Accordingly, the Board comprises 10 Directors in total, with only Mr. Wei Shusong, Mr. Xu Jie and Dr. Chen Siru being the independent non-executive Directors. Rule 3.10A of the Listing Rules provides that independent non-executive Directors must represent at least one-third of the Board. Following the appointment of Mr. Huang Dehai, the Company has failed to comply with the requirement as set out in Rule 3.10A of the Listing Rules.

In order to ensure compliance with the Listing Rules, the Company will make its best endeavour to identify a suitable candidate to be appointed as an independent non-executive Director. Further announcement(s) will be made in this regard as and when appropriate in accordance with the requirements of the Listing Rules.

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

Hong Kong, 1 March 2025

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