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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an Annual General Meeting of Ye Xing Group Holdings Limited to be held at Room 205, Floor 2, Block 1, No. 1, Hong Fu Road, Xihongmen, Daxing District, Beijing, PRC on Tuesday, 31 May 2022 at 10:00 a.m. is set out on pages 10 to 11 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. 10:00 a.m. on Sunday, 29 May 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, 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.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Room 205, Floor 2, Block 1, No. 1, Hong Fu Road, Xihongmen, Daxing District, Beijing, PRC on Tuesday, 31 May 2022 at 10:00 a.m., or any adjustment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Ye Xing Group Holdings Limited (燁星集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 26 March 2019
“Director(s)”	the director(s) of the Company
“Group”, “we”, “us” or “our”	the Company, its subsidiaries and entities under the Company’s control through contractual arrangements in the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes the Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus of the Company dated 28 February 2020 issued by the Company in relation to the listing of the Shares on the Main Board of the Stock Exchange

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## DEFINITIONS

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“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of the Company with nominal value of HK\$0.01 each
“shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ms. Wu Guoqing (*Chairman*)  
Mr. Zhao Weihao  
Ms. Li Yin Ping  
Ms. Zhang Chunying

*Registered office:*

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

*Non-executive Director:*

Mr. Li Yifan

*Principal place of business in the PRC:*

Room 205, Floor 2, Block 1  
No. 1, Hong Fu Road  
Xihongmen, Daxing District  
Beijing, PRC

*Independent Non-executive Directors:*

Mr. Chan Cheong Tat  
Mr. Cheung Wai Hung  
Ms. Chen Weijie  
Mr. Leung Ka Wo

*Principal place of business in Hong Kong:*

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

28 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, the re-election of Directors.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Zhao Weihao, Ms. Wu Guoqing, Ms. Li Yin Ping, Ms. Zhang Chunying, Mr. Li Yifan, Mr. Chan Cheong Tat, Mr. Cheung Wai Hung, Ms. Chen Weijie and Mr. Leung Ka Wo.

In accordance with Article 108(a) of the Articles, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he/she retires and shall be eligible for re-election thereat.

In accordance with the Article 112 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Ms Wu Guoqing, Ms. Zhang Chunying, Mr. Li Yifan, Mr. Cheung Wai Hung, Ms. Chen Weijie and Mr. Leung Ka Wo will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of the above-mentioned Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 10 to 11 of this circular is a notice convening the Annual General Meeting to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the re-election of Directors.

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## LETTER FROM THE BOARD

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### FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed herewith. If you are not able to attend and/or vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting (i.e. 10:00 a.m. on Sunday, 29 May 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### VOTING BY POLL

Pursuant to 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 general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the Annual General Meeting will be taken by way of poll.

### RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the re-election of Directors to the proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

### GENERAL

Your attention is drawn to the information set out in Appendix to this circular. Unless otherwise stated, in case of any inconsistency between the English and the Chinese translation of this circular, the English version shall prevail.

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

*The particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

#### EXECUTIVE DIRECTORS

**Ms. Wu Guoqing (吳國卿)**, aged 47, is our executive Director and the Chairman of our Board. She joined our Group on 7 January 2014 as a general manager of Beijing Hongkun Property Management Company Limited\* (北京鴻坤物業管理有限公司) (“**Beijing Hongkun**”), where she was responsible for the overall management, strategic planning and day-to-day business operations. She was appointed as the chairman of the board of directors of Beijing Hongkun on 18 February 2019. Ms. Wu was appointed as our Director on 26 March 2019. She was redesignated as our executive Director on 24 July 2019. Apart from being the chairman of the board of directors of Beijing Hongkun, she is also its legal representative and general manager. She is also the general manager of Beijing Hongkun Property Management. Ms. Wu is responsible for the overall management and business operations of our Group, including formulating strategies and operational plans, supervising the working progress of various departments, and making daily business decisions for our Group.

Ms. Wu has more than 19 years of experience in the property management services industry in the PRC. Prior to joining our Group, she worked at Beijing Vanke Property Service Company Limited\* (北京萬科物業服務有限公司), a company principally engaging in providing property management, property agency, property pre-delivery and sales assistance, consulting and real estate brokerage services, from March 2002 to January 2014 with her last position as director (總監), where her major job duties included strategic execution, overseeing property management projects and management of human resources. Before that, Ms. Wu had had work experience in the hotel management industry.

Ms. Wu became the vice president of Hebei Property Management Institute (河北省物業管理行業協會) in January 2018, the first member of Law and Policy Working Committee of China Property Management Institute (中國物業管理協會法律政策工作委員會) in 2019, CIH CM Chartered Member of CIH Chartered Institute of Housing (英國特許房屋經理學會) in 2020 and the president of Beijing Xihongmen Town Property Service Institute (北京西紅門鎮物業服務聯盟) in 2020.

Ms. Wu was awarded “China’s Property Management Innovative Person in 2017\* (2017中國物業管理創新力人物)” in 2017 by China Property Management Magazine\* (《中國物業管理》雜誌社), “China’s Outstanding Property Manager in 2018\* (2018 中國優秀物業經理人)” in 2018 by EH Consulting (億瀚智庫), “China’s Innovative and Entrepreneurial Leader In 2019\* (2019中國創新創業領袖人物)” in 2019 by Xlou Net\* (希歐網), “Industry Influential People In 2019\* (2019 年度行業領軍人物)” in 2019 by The China Finance Summit (中國財經峰會), “Innovation and Entrepreneurship Leader of the Year 2019”\* (2019年度中國創新創業領袖人物) in 2019 by the 7th China Innovation and Entrepreneurship Leaders Summit\* (第七屆中國創新創業領袖峰會) and “2020 Top 30 CEOs”\* (2020年度CEO 30強) in 2020 by Leju\* (樂居財經).

Ms. Wu graduated from Hainan University (海南大學) in Hainan Province, the PRC in December 1995 with her profession in international trade. She was qualified as a certified property manager (註冊物業管理師) by the MOHURD in August 2013.

Ms. Wu as an executive Director has entered into a service contract with the Company for a term of three years, with effect from 17 February 2020. Under the service contract, Ms. Wu is entitled to a Director's remuneration of RMB1,150,000 per annum and discretionary bonus. The remuneration of Ms. Wu was determined by the Board on recommendation of the Remuneration Committee with reference to her experience, duties and responsibilities, time commitment and the prevailing market conditions. Ms. Wu's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules. As at the Latest Practicable Date, Ms. Wu is not interested in any Shares within the meaning of Part XV of the SFO. Ms. Wu has no relationships with any Directors, senior management or substantial or controlling Shareholders, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Ms. Zhang Chunying (張春英)**, aged 40, has been appointed as an executive Director on 7 July 2021 and serves as the chief financial officer of the Company. Ms. Zhang has joined the Company since 31 July 2018 and is responsible for financial management work of the Group.

Ms. Zhang has over 10 years of experience in accounting and financial management. Prior to joining the Company, Ms. Zhang worked in Beijing Vanke Property Service Company Limited\* (北京萬科物業服務有限公司) from October 2007 to July 2018, a company which is mainly engaged in providing property management, property agency, property pre-delivery and sales assistance, consulting and real estate brokerage services before handover of properties and sales. Her last position was the head of financial management department of Tianjin Vanke Property Service Company Limited\* (天津萬科物業服務有限公司), responsible for comprehensive financial tasks, including budgeting, auditing, capital and taxation and others.

Ms. Zhang graduated from Agricultural University of Hebei with bachelor's degree of Economic and Management Profession in 2008. She obtained an accounting qualification certificate.

Ms. Zhang as an executive Director has entered into a service contract with the Company for a term of three years, with effect from 7 July 2021. Under the service contract, Ms. Zhang is entitled to a Director's remuneration of HK\$240,000 per annum and discretionary bonus. The remuneration of Ms. Zhang was determined by the Board on recommendation of the Remuneration Committee with reference to her experience, duties and responsibilities, time commitment and the prevailing market conditions. Ms. Zhang's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules. As at the Latest Practicable Date, Ms. Zhang is not interested in any Shares within the meaning of Part XV of the SFO. Ms. Zhang has no relationships with any Directors,

senior management or substantial or controlling Shareholders, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### **NON-EXECUTIVE DIRECTOR**

**Mr. Li Yifan** (李一凡), aged 33, was appointed as a non-executive Director on 7 July 2021. He has joined Hongkun Group Company Limited (鴻坤集團有限公司) since May 2018. He is the Board secretary of Hongkun Group Company Limited and the person in charge of its strategic and capital operation centre.

Prior to joining Hongkun Group Company Limited, Mr. Li served as a manager of the directors' office at State Development & Investment Corporation (國家開發投資公司) from May 2014 to March 2017. From March 2017 to April 2018, he was the senior manager and secretary to the board chairman of Zhengrong Group Ltd. (正榮集團有限公司).

Mr. Li obtained his bachelor's degree in Law from Peking University in July 2012 and a master degree in International Studies from The University of Sydney in July 2013.

Mr. Li as a non-executive Director has signed a letter of appointment with the Company for a term of three years, with effect from 7 July 2021. Under the letter of appointment, Mr. Li is entitled to a Director's remuneration of HK\$180,000 per annum. The remuneration of Mr. Li was determined by the Board on recommendation of the Remuneration Committee with reference to his experience, duties and responsibilities, time commitment and the prevailing market conditions. Mr. Li's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Li is not interested in any Shares within the meaning of Part XV of the SFO. Mr. Li has no relationships with any Directors, senior management or substantial or controlling Shareholders, and does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Cheung Wai Hung** (張偉雄), aged 40, was appointed as an independent non-executive Director on 17 February 2020. He is responsible for providing independent judgment and advice to our Board. He is the chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee.

Mr. Cheung Wai Hung has over 11 years of experience in auditing and accounting industry. Prior to joining our Group, Mr. Cheung Wai Hung worked at Aoba CPA Limited from July 2004 to April 2014 with his last position as audit manager, where he assisted in the audit of various medium-sized and listed companies. Mr. Cheung has been appointed, since April 2014, as the chief financial officer serving Wai

Chi Holdings Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1305), where he is responsible for the financial management. He has become a member of the risk management committee of Wai Chi Holdings Company Limited since August 2015 and been appointed as the company secretary serving Wai Chi Holdings Company Limited since November 2015. Since August 2018, Mr. Cheung Wai Hung has been appointed as the independent non-executive director and a member of the audit committee of Grand T G Gold Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8299).

Mr. Cheung Wai Hung graduated from The Hong Kong Polytechnic University in Hong Kong in November 2003 with a bachelor's degree in accountancy. He is currently a member of The Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants and a chartered tax adviser with a membership in The Taxation Institute of Hong Kong.

Mr. Cheung as an independent non-executive Director has signed a letter of appointment with the Company for a term of one year, with effect from 17 February 2020, subject to renewal after the expiry of his current term. Under the letter of appointment, Mr. Cheung is entitled to a director's fee of HK\$180,000. The remuneration of Mr. Cheung was determined by the Board on recommendation of the Remuneration Committee with reference to his experience, duties and responsibilities, time commitment and the prevailing market conditions. Mr. Cheung's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Cheung is not interested in any shares of the Company within the meaning of Part XV of the SFO. Mr. Cheung has no relationships with any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Cheung does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Ms. Chen Weijie (陳維潔)**, aged 41, was appointed as an independent non-executive Director on 17 February 2020. She is responsible for providing independent judgment and advice to our Board. She is the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee.

Ms. Chen Weijie has over 11 years of experience in executive management, investment and corporate finance. Since July 2020, Ms. Chen Weijie has been appointed as the Chief Executive Officer and responsible officer in Type 6 (advising on corporate finance) regulated activities of Vision Finance (Securities) Limited, a company principally engaging in provision of financial services, where she is responsible for the overall business development and provision of financial advice to listed companies. Before joining Vision Finance (Securities) Limited, from March 2018 to December 2019, Ms. Chen Weijie has been appointed as the executive director and responsible officer in Type 6 (advising on corporate finance) regulated activities of ZhongHua Finance Capital Company Limited, a company principally engaging in provision of financial services, where she is responsible for the overall business

development and provision of financial advice to listed companies. Ms. Chen Weijie had also worked as senior management for several financial and securities companies including Legend Strategy International Holdings Group Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1355) from November 2016 to February 2018, Vision Finance (Securities) Limited from May 2013 to October 2016, China Private Equity Investment Holdings Limited between December 2010 and April 2013, China Fortune Group Limited (currently known as China Fortune Financial Group Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 290) from August 2009 to November 2010, and China Aircraft Leasing Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1848) from August 2008 to August 2009. Since 4 October 2021, Ms. Chen Weijie has been appointed as the executive director of Finet Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8317). Since 18 June 2021, Ms. Chen Weijie has been appointed as the independent non-executive director of Chong Kin Group Holding Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1609).

Ms. Chen also has some relevant experience in the legal sector. Prior to joining our Group, she worked as an intern at the Intermediate People's Court of Guangzhou, the PRC, from December 2003 to July 2004, and as a paralegal in the corporate finance department at Norton Rose Hong Kong (currently known as Norton Rose Fulbright Hong Kong) from July 2006 to June 2008. She was qualified as a lawyer in the PRC in 2009.

Ms. Chen graduated from Guangdong University of Finance & Economics (previously known as Guangdong Business School\* (廣東商學院)) in Guangdong, the PRC in June 2004 with a bachelor's degree in law. She also obtained a master of laws in international business law from City University of Hong Kong in Hong Kong in November 2005. She has been holding a Type 6 licence (advising on corporate finance) granted by the Hong Kong Securities and Investment Institute since July 2013.

Ms. Chen as an independent non-executive Director has signed a letter of appointment with the Company for a term of one year, with effect from 17 February 2020, subject to renewal after the expiry of her current term. Under the letter of appointment, Ms. Chen is entitled to a director's fee of HK\$180,000. The remuneration of Ms. Chen was determined by the Board on recommendation of the Remuneration Committee with reference to her experience, duties and responsibilities, time commitment and the prevailing market conditions. Ms. Chen's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules. As at the Latest Practicable Date, Ms. Chen is not interested in any shares of the Company within the meaning of Part XV of the SFO. Ms. Chen has no relationships with any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Ms. Chen does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. Leung Ka Wo** (梁家和), aged 48, was appointed as an independent non-executive Director on 7 July 2021. He is responsible for providing independent judgment and advice to our Board. He is a member of the Audit committee, the Remuneration Committee and the Nomination Committee.

Mr. Leung is currently an independent non-executive director, the chairman and member of audit committee and a member of each of the remuneration committee and nomination committee of Tongguan Gold Group Limited (formerly known as China Mining Resources Group Limited) (Stock Code: 0340), a company listed on the Main Board of the Stock Exchange. Mr. Leung is currently a director and chief financial officer of China TX IIOT Group (Hong Kong) Limited. During the period from June 2017 to June 2019, Mr. Leung was an independent non-executive director of Rui Feng Group Holdings Company Limited (formerly known as China Hanya Group Holdings Limited) (Stock Code: 8312), a company listed on GEM of the Stock Exchange and delisted since 9 July 2019.

Mr. Leung holds a Bachelor of Business Administration degree from Seattle University. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, certified public accountant of the American Institute of Certified Public Accountants and certified public accountant in the State of California in the United States of America.

Mr. Leung as an independent non-executive Director has signed a letter of appointment with the Company for a term of three years, with effect from 7 July 2021. Under the letter of appointment, Mr. Leung is entitled to a director's fee of HK\$180,000 per annum. The remuneration of Mr. Leung was determined by the Board on recommendation of the Remuneration Committee with reference to his experience, duties and responsibilities, time commitment and the prevailing market conditions. Mr. Leung's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Leung is not interested in any shares of the Company within the meaning of Part XV of the SFO. Mr. Leung has no relationships with any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Leung does not or has not in the last three years held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

\* *for identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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 205, Floor 2, Block 1, No. 1, Hong Fu Road, Xihongmen, Daxing District, Beijing, PRC on Tuesday, 31 May 2022 at 10:00a.m. to transact the following businesses:

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 2021.
2.
  - i. To re-elect Ms. Wu Guoqing as an executive Director.
  - ii. To re-elect Ms. Zhang Chunying as an executive Director.
  - iii. To re-elect Mr. Li Yifan as a non-executive Director.
  - iv. To re-elect Mr. Cheung Wai Hung as an independent non-executive Director.
  - v. To re-elect Ms. Chen Weijie as an independent non-executive Director.
  - vi. To re-elect Mr. Leung Ka Wo as an independent non-executive Director.
  - vii. 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 Directors to fix its remuneration.

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

Hong Kong, 28 April 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 205, Floor 2, Block 1  
No. 1 Hong Fu Road  
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, 26 May 2022 to Tuesday, 31 May 2022, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 25 May 2022.
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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 Sunday, 29 May 2022).
5. With respect to resolution No. 2 of this notice, Ms Wu Guoqing, Ms. Zhang Chunying, Mr. Li Yifan, Mr. Cheung Wai Hung, Ms. Chen Weijie and Mr. Leung Ka Wo shall retire from office of directorship and shall offer themselves for re-election in accordance with the 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 of the circular of the Company dated 28 April 2022.
6. As at the date of this notice, the Board 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.