
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 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.

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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
PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Ye Xing Group Holdings Limited to be held at Room 301, No. 8 Hongfu Road, Xihongmen, Daxing District, Beijing, PRC on Wednesday, 31 May 2023 at 10:00 a.m. is set out on pages 28 to 30 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 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 appointed for holding the annual general meeting (i.e. 10:00 a.m. on Monday, 29 May 2023) 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.

28 April 2023

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RESPONSIBILITY STATEMENT

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.

DEFINITIONS

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 301, No. 8 Hongfu Road, Xihongmen, Daxing District, Beijing, PRC on Wednesday, 31 May 2023 at 10:00 a.m., or any adjustment thereof
“Memorandum and Articles of Association”	the memorandum and 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
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2023, 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
“New M&A”	the second amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments proposed to be adopted by the Company at the Annual General Meeting
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“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
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix II to this circular
“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
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal or par value of HK\$0.01 each
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD

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 108

No. 45 Xinrong North Street

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 2023

To the Shareholders

Dear Sirs and Madams,

PROPOSALS FOR RE-ELECTION OF DIRECTORS
AND
PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
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, and proposed amendments to the Memorandum and Articles of Association and adoption of the New M&A.

LETTER FROM THE BOARD

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 Memorandum and Articles of Association, 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.

Accordingly, Mr. Zhao Weihao, Ms. Li Yin Ping and Mr. Chan Cheong Tat 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 I to this circular, which indicates how the Directors to be elected contribute to the diversity of the Board.

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board Diversity Policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and

LETTER FROM THE BOARD

- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

Recommendation of the Nomination Committee

The Nomination Committee has considered Mr. Chan Cheong Tat's extensive experience in taxation, his working profile and other experience and factors as set out in his biographical details in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Chan can contribute to the diversity of the Board, in particular, with his extensive experience in taxation. The Nomination Committee is also satisfied that Mr. Chan has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that his re-election as an independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Furthermore, Mr. Chan being independent non-executive Director eligible for re-election at the Annual General Meeting, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During his appointment, Mr. Chan has demonstrated his ability to provide an independent view to the Company's matters. The Board is not aware of any circumstance that might influence the independence of Mr. Chan.

The Nomination Committee is of the view that Mr. Chan is able to continue to fulfill his role as independent non-executive Director and thus recommends him to the Board for it to propose to Shareholders for re-election at the Annual General Meeting.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW M&A

Reference is made to the announcement of the Company dated 29 March 2023.

The Board proposes to amend the Memorandum and Articles of Association (i) to reflect and align with changes to the requirements under Appendix 3 of the Listing Rules which took effect on 1 January 2022 and the relevant requirements of the applicable laws of the Cayman Islands; and (ii) to incorporate certain housekeeping amendments. The summary of the major changes brought by the Proposed Amendments is set out in Appendix II to this circular.

LETTER FROM THE BOARD

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual regarding the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix II to this circular and the Proposed Amendments and adoption of the New M&A are subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting. The New M&A will take effect on the date on which the Proposed Amendments and adoption of the New M&A are approved by the Shareholders at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 28 to 30 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, and the special resolution relating to the proposed amendments to the Memorandum and Articles of Association and adoption of the New M&A.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:00 a.m. on Monday, 29 May 2023) before the time of the Annual General Meeting 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, and the special resolution in relation to the proposed amendments to the Memorandum and Articles of Association and adoption of the New M&A, to be proposed at the Annual General

LETTER FROM THE BOARD

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 the appendices 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

Mr. Zhao Weihao (趙偉豪) (formerly known as Zhao Liang (趙亮)), aged 29, is our executive Director. He joined our Group as a director of Beijing Hongkun on 6 December 2017, where he is responsible for the overall management and day-to-day business operations. He was appointed as our Director on 26 March 2019 and redesignated as our executive Director on 24 July 2019. Mr. Zhao is responsible for the overall development and major business decisions making of our Group.

Mr. Zhao is currently a director of Shenzhen Municipal Coast Xingtai Real Estate Company Limited* (深圳市海岸興泰置業有限公司), a company located in the PRC with principal business of real estate development, provision of real estate brokerage services, and property leasing. During the period from August 2019 to August 2022, Mr. Zhao was a director of Beijing Hongkun Weiye Real Estate Development Co.Ltd, a company located in the PRC with principal business of real estate development.

Mr. Zhao graduated from Boston University in Massachusetts, the United States in September 2016 with a bachelor's degree in economics and computer science.

Mr. Zhao 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 and will continue thereafter until terminated by not less than one month's notice in writing served by either party on the other, which notice shall not expire until after initial fixed term. Under the service contract, Mr. Zhao is entitled to a Director's remuneration of HK\$120,000 per annum and discretionary bonus. The remuneration of Mr. Zhao 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. Zhao's appointment is subject to the provisions of retirement and rotation of directors under the Memorandum and Articles of Association and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Zhao is interested in 237,780,000 Shares within the meaning of Part XV of the SFO. Mr. Zhao 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. Li Yin Ping (李燕萍) (also known as Florence Li), aged 46, is our executive Director. She was appointed as our Director on 26 March 2019 and was redesignated as our executive Director on 24 July 2019. She was appointed as a director of Beijing Hongkun on 18 February 2019.

Following her appointment as a director of Beijing Hongkun, she has been actively participating in overseeing our property management services and business development, including reviewing the workflow, procedures and delivery of our property management services, and providing strategic advice. As an executive Director, Ms. Li also participates in the formulation of business strategy and major decisions of our Group as well as in the deliberation and approval of our Group's administrative expenses, monthly accounts and budgets, and in the recruitment of senior management.

As at the Latest Practicable Date, Ms. Li also served as a director in various private companies in Hong Kong and overseas which engage in different nature of business as listed below. With her experience in finance and capital investment, particularly investment in listed companies, Ms. Li is also involved in strategic planning of our Group's fund raising and capital investment activities, and provides guidance and supervision on financial management and corporate governance of our Group as well as in overall strategic planning and business development of new business opportunities. In particular, for the implementation of our Group's strategic plan to expand our market reach in the PRC to cover at least five additional cities by 2021 through acquisitions of suitable local property management companies, Ms. Li was involved in assessing such opportunities once they arise and in ensuring potential acquisition targets fit into our Group's acquisition criteria as determined by the Board.

APPENDIX I**DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Ms. Li has experiences in finance and capital investments. She also has previous work experiences in the financial advisory and insurance industries. Among others, she is holding the following positions in Hong Kong and overseas:

Company name	Place of incorporation	Period of time	Principal business of the company	Position
Top Sing International Company Limited	Hong Kong	October 2013 to present	Trading	Director
Mega Marketing & Media Company Limited	Hong Kong	May 2015 to present	Event marketing and public relations services	Director
Vibes Management Company Limited	Hong Kong	May 2016 to present	Investment holding in listed company in Hong Kong	Director
Pioneer Unicorn Limited	BVI	June 2016 to present	Investment holding in listed company in Hong Kong	Director
Winz Strategy Company Limited	Hong Kong	February 2017 to present	Provision of financial investment consultancy services	Director
Winz Strategy Company Limited	BVI	April 2017 to present	Investment holding in listed company in Hong Kong	Director

Ms. Li Yin Ping is currently a member of the Federation of HK Guangxi Community Organisations, as well as an executive committee member (常務總理) of The Lok Sin Tong Benevolent Society, Kowloon in the year of 2019.

Ms. Li Yin Ping obtained a master's degree in business administration (MBA) from European University Business School in January 2017 through distance learning.

Ms. Li 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 and will continue thereafter until terminated by not less than one month's notice in writing served by either party on the other, which notice shall not expire until after initial fixed term. Under the service contract, Ms. Li is entitled to a Director's remuneration of HK\$120,000 per annum and discretionary bonus. The

remuneration of Ms. Li 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. Li's appointment is subject to the provisions of retirement and rotation of directors under the Memorandum and Articles of Association and the applicable Listing Rules. As at the Latest Practicable Date, Ms. Li is interested in 48,488,000 Shares within the meaning of Part XV of the SFO. Ms. 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 DIRECTOR

Mr. Chan Cheong Tat (陳昌達), aged 73, 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 audit committee of the Company, and a member of the Nomination Committee and Remuneration Committee.

Mr. Chan is the founding shareholder and sole director of C T Tax Consultants Limited since August 2006. Prior to that, Mr. Chan had worked in the Inland Revenue Department of Hong Kong for over 32 years. He joined the HKSAR Government as assistant assessor in November 1972 and was promoted to assistant commissioner of the Inland Revenue Department of Hong Kong in September 2003. He retired from the HKSAR Government in April 2005.

Mr. Chan obtained a master's degree in financial management from Central Queensland University of Australia in October 1995 through distance learning. He was admitted as an associate of The Institute of Chartered Secretaries and Administrators (now known as The Chartered Governance Institute) in the United Kingdom in March 1974, a fellow of the Association of Certified Accountants (now known as the Association of Chartered Certified Accountants) in November 1983, a fellow of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) in March 1986, a fellow of the Australian Society of Certified Practising Accountants (now known as CPA Australia) in June 1990, and an associate of The Hong Kong Institute of Company Secretaries (now known as The Hong Kong Institute of Chartered Secretaries) in August 1994.

Mr. Chan has been or was appointed as an independent non-executive director of the following listed companies in Hong Kong:

Company name	Place of listing and stock code	Period of time
Medicskin Holdings Limited	GEM of the Stock Exchange (stock code: 8307)	December 2014 to present
Hyfusin Group Holdings Limited	GEM of the Stock Exchange (stock code: 8512)	June 2018 to present
Chong Fai Jewellery Group Holdings Company Limited	GEM of the Stock Exchange (stock code: 8537)	September 2018 to present
Accel Group Holdings Limited	Main Board of the Stock Exchange (stock code: 1283)	September 2019 to present
Wasion Group Holdings Limited	Main Board of the Stock Exchange (stock code: 3393)	May 2014 to May 2015; June 2020 to present

Mr. Chan as an independent non-executive Director has signed an appointment letter with the Company, with effect from 17 February 2020 and shall be subject to retirement by rotation at least once every three years (a retiring Director shall be eligible for re-election), which may be terminated by not less than 7 days' notice in writing served by either party on the other. Under the appointment letter, Mr. Chan is entitled to a director's fee of HK\$120,000. The remuneration of Mr. Chan 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. Chan's appointment is subject to the provisions of retirement and rotation of directors under the Memorandum and Articles of Association and the applicable Listing Rules. As at the Latest Practicable Date, Mr. Chan is not interested in any shares of the Company within the meaning of Part XV of the SFO. Mr. Chan has no relationships with any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Chan 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.

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

Set out below are the particulars of the Proposed Amendments:

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
<p>AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (as adopted by a Special Resolution passed on 22 February 2020 and effective on 13 March 2020)</p>	<p><u>SECOND</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (as adopted by a Special Resolution passed on 22 February 2020 and effective on 13 March 2020[Date])</p> <p style="text-align: center;">Memorandum of Association</p>	<p>SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (as adopted by a Special Resolution passed on [Date])</p>
<p>THE COMPANIES LAW (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (COMPANY) (adopted by a Special Resolution passed on 22 February 2020 and effective on 13 March 2020)</p>	<p>THE COMPANIES LAWACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES <u>SECOND</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (COMPANY) (adopted by a Special Resolution passed on 22 February 2020 and effective on 13 March 2020[DATE])</p>	<p>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (COMPANY) (adopted by a Special Resolution passed on [DATE])</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

Before Amendment

After Amendment (Revision)

After Amendment (Clean)

Memorandum of Association

The registered office will be situate at the offices of Estera Trust (Cayman) Limited, PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

The registered office ~~will be~~ situated at the offices of ~~Estera Trust (Cayman) Limited, PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands~~ Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

The registered office is situated at the offices of Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.

Expression Adjustment

It is proposed to amend all “Companies Law” in the current memorandum of association of the Company to “Companies Act (as revised)”.

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article	Articles of Association		
	<p>THE COMPANIES LAW (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (COMPANY) (adopted by a Special Resolution passed on 22 February 2020 and effective on 13 March 2020)</p>	<p>THE COMPANIES LAW<u>ACT</u> (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES <u>SECOND</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (COMPANY) (adopted by a Special Resolution passed on 22 February 2020 and effective on 13 March <u>2020[DATE]</u>)</p>	<p>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF YE XING GROUP HOLDINGS LIMITED 燁星集團控股有限公司 (COMPANY) (adopted by a Special Resolution passed on [DATE])</p>
1 (a)	Table “A” of the Companies Law (as revised) shall not apply to the Company.	Table “A” of the Companies Law <u>Act</u> (as revised) of the <u>Cayman Islands</u> shall not apply to the Company.	Table “A” of the Companies Act (as revised) of the Cayman Islands shall not apply to the Company.

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article	Articles of Association		
1 (b)	<p>Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p>	<p>Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listingtrading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p>	<p>Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article	Articles of Association	
1 (e)	<p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.</p>	<p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.</p>
15 (c)	<p>Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</p>	<p>(not applicable)</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article	Articles of Association		
62	<p>At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>	<p>At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in<u>for</u> each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting <u>must be held within six (6) months after the end of each of the Company's financial year (unless a longer period would not infringe the requirements of the Listing Rules, if any) and</u> shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>	<p>At all times during the Relevant Period, the Company shall for each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. The annual general meeting must be held within six (6) months after the end of each of the Company's financial year (unless a longer period would not infringe the requirements of the Listing Rules, if any) and shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article	Articles of Association		
64	<p>The Board may, whenever it thinks 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 paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.</p>	<p>The Board may, whenever it thinks 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 paid up capital of the Company having the right of voting at general meetings, <u>on a one vote per share basis in the share capital of the Company.</u> Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.</p>	<p>The Board may, whenever it thinks 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 paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis in the share capital of the Company. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
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Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article	Articles of Association	
67A (not applicable)	<u>All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>	All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
92 (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands <u>and the right to speak.</u>	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote and the right to speak.

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	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article	Articles of Association		
112	<p>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 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. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>	<p>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 so appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his 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. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>	<p>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 so appointed by the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
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	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article		Articles of Association	
114	<p>The Company may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.</p>	<p>The CompanyShareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.</p>	<p>The Shareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
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	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article		Articles of Association	
132	<p>The Board may from time to time elect or otherwise appoint one of them to the office of chairman of the Company and another to be the vice chairman of the Company (or two or more vice Chairmen) and determine the period for which each of them is to hold office. The chairman of the Company or, in his absence, the vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>	<p>The Board may from time to time elect or otherwise appoint one of them to the office of chairman of the Company and another to be the vice chairman of the Company (or two or more vice Chairmenchairmen) and determine the period for which each of them is to hold office. The chairman of the Company or, in his absence, the vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>	<p>The Board may from time to time elect or otherwise appoint one of them to the office of chairman of the Company and another to be the vice chairman of the Company (or two or more vice chairmen) and determine the period for which each of them is to hold office. The chairman of the Company or, in his absence, the vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such chairman or vice chairman be elected or appointed, or if at any meeting the chairman or vice chairman is not present within five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
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	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article		Articles of Association	
172	<p>The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies Law necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions.</p>	<p>The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies Law<u>Act</u> necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.</u></p>	<p>The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies Act necessary to give a true and fair view of the state of the Company’s affairs and to show and explain its transactions. The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE AMENDED AND
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	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article	Articles of Association		
176 (a)	<p>The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p>	<p>The Company shall at each annual general meeting Shareholders shall by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Boardthe Shareholders in a general meeting by Ordinary Resolution or in such manner as the Shareholders may determine.</p>	<p>The Shareholders shall by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by the Shareholders in a general meeting by Ordinary Resolution or in such manner as the Shareholders may determine.</p>

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	Before Amendment	After Amendment (Revision)	After Amendment (Clean)
Article		Articles of Association	
176 (b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.
Expression Adjustment		It is proposed to amend all “Companies Law” in the current articles of association of the Company to “Companies Act”.	

When articles are added to or deleted from the articles of association, the numbering of the other articles shall be increased or decreased or otherwise adjusted accordingly.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

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.