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## **XIN YUAN ENTERPRISES GROUP LIMITED**

**信源企業集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1748)**

### **PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND ADOPTION OF THE NEW ARTICLES**

This announcement is made by Xin Yuan Enterprises Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that the Board proposes to make amendments to the existing second amended and restated memorandum and articles of association of the Company (effective on 21 June 2022) (the “**Existing Articles**”) for the purposes of (i) updating and bringing the Existing Articles in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) to better align the amendments of the Existing Articles for housekeeping purposes with the provisions of the Listing Rules and the applicable laws of the Cayman Islands (collectively, the “**Proposed Amendments**”). For the purposes of the Proposed Amendments, the Board proposes to adopt the third amended and restated memorandum and articles of association of the Company (the “**New Articles**”) which consolidates the Proposed Amendments in substitution for, and to the exclusion of the Existing Articles in their entirety.

The Proposed Amendments and adoption of the New Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (“**AGM**”) to be held on Tuesday, 18 June 2024 and the New Articles shall become effective upon the passing of such special resolution at the AGM. A circular containing the details of the Proposed Amendments together with the notice of the AGM will be despatched to the Shareholders in due course.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM.

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

Hong Kong, 26 March 2024

*As at the date of this announcement, Mr. Chen Ming, Mr. Chen Jiagan, Mr. Xu Wenjun, Mr. Lin Shifeng and Mr. Chen Yanbiao are the executive Directors, and Mr. Wei Shusong, Mr. Suen Chi Wai and Mr. Xu Jie are the independent non-executive Directors.*