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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yixin Group Limited 易鑫集团有限公司, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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易鑫集團

YIXIN GROUP

YIXIN GROUP LIMITED

易鑫集团有限公司

(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “Yixin Automotive Technology Group Limited”)

(Stock code: 2858)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Yixin Group Limited 易鑫集团有限公司 to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, June 1, 2018 at 2:00 p.m. is set out on pages 17 to 20 of this circular. A proxy form for use at the Annual General Meeting is also enclosed. Such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.yixincars.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Wednesday, May 30, 2018) or the adjourned meeting (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

April 27, 2018

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, June 1, 2018 at 2:00 p.m.
“Articles of Association”	the articles of association of the Company adopted and as amended from time to time
“Bitauto”	Bitauto Holdings Limited, a company incorporated in the Cayman Islands under the laws of the Cayman Islands on October 21, 2005 and currently listed on the NYSE (NYSE: BITA), and a controlling Shareholder (as defined in the Listing Rules)
“Board”	the board of Directors
“Company”	Yixin Group Limited 易鑫集团有限公司 (formerly known as Yixin Capital Limited), an exempted company with limited liability incorporated under the laws of the Cayman Islands on November 19, 2014 and carries on business in Hong Kong as Yixin Automotive Technology Group Limited and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2858)
“Director(s)”	the director(s) of the Company
“Effective Date”	November 6, 2017, being the date of the prospectus of the Company
“Group”	the Company, its subsidiaries and consolidated affiliated entities from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Issue Mandate”	an unconditional general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
“JD.com”	JD.com, Inc., a company incorporated in the Cayman Islands and currently listed on the Nasdaq Global Select Market (Nasdaq: JD) and a substantial Shareholder (as defined in the Listing Rules)
“Latest Practicable Date”	April 20, 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Date”	November 16, 2017, the date the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“NYSE”	the New York Stock Exchange
“Repurchase Mandate”	an unconditional general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution for the granting of such general mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.0001
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“Tencent”	Tencent Holdings Limited, a company incorporated in the Cayman Islands and listed on the Main Board of the Stock Exchange (stock code: 700) and a substantial Shareholder (as defined in the Listing Rules)
“Voting Proxy Agreement”	the voting proxy agreement entered into between Bitauto, Tencent and JD.com on October 31, 2017 relating to certain voting rights in the Company
“United States” “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States
%	per cent

LETTER FROM THE BOARD



YIXIN GROUP LIMITED

易鑫集团有限公司

(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “Yixin Automotive Technology Group Limited”)

(Stock code: 2858)

Executive Directors:

Mr. Andy Xuan Zhang (*Chairman and Chief Executive Officer*)

Mr. Dong Jiang (*President*)

Non-executive Directors:

Mr. James Gordon Mitchell

Mr. Jimmy Chi Ming Lai

Mr. Chenkai Ling

Mr. Xuyang Zhang

Independent Non-executive Directors:

Mr. Tin Fan Yuen

Mr. Chester Tun Ho Kwok

Ms. Lily Li Dong

Registered Office:

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Head Office and Principal Place of Business in China:

Building 3, 12/F

Lujiazui Century Financial Plaza

799 Yanggao South Road

Pudong District

Shanghai 200127

People's Republic of China

Principal Place of Business in

Hong Kong:

Unit 1905, 19/F

Far East Finance Centre

16 Harcourt Road

Hong Kong

April 27, 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS
AND
GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Mr. Andy Xuan Zhang shall retire from the Board at the Annual General Meeting pursuant to article 16.18 of the Articles of Association. Mr. Dong Jiang, Mr. James Gordon Mitchell, Mr. Jimmy Chi Ming Lai, Mr. Chenkai Ling, Mr. Xuyang Zhang, Mr. Tin Fan Yuen, Mr. Chester Tun Ho Kwok and Ms. Lily Li Dong who were appointed by the Board during the year ended December 31, 2017 shall hold office until the Annual General Meeting pursuant to article 16.2 of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, the details of the retiring Directors are set out in Appendix I to this circular.

3. GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to a resolution passed by the Shareholders on November 1, 2017, an unconditional general mandate was granted to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution item 4 of the notice of the Annual General Meeting. Assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which would be allowed to be repurchased under the Repurchase Mandate will be 627,632,247 Shares. The Directors have no immediate plan to exercise the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. GENERAL MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by the Shareholders on November 1, 2017, an unconditional general mandate was granted to the Directors to issue Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution item 5 of the notice of the Annual General Meeting. Assuming that there is no change in the issued Shares between the period from the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which would be allowed to be allotted, issued or dealt with under the Issue Mandate will be 1,255,264,494 Shares. An ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A proxy form for use at the Annual General Meeting is enclosed with this circular and such proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.yixincars.com). To be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority at the Hong Kong Share Registrar as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Wednesday, May 30, 2018) or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and the granting of the Repurchase Mandate and the Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Yixin Group Limited
易鑫集团有限公司
Andy Xuan Zhang
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

(1) Mr. Andy Xuan Zhang

Mr. Andy Xuan Zhang, aged 42, is the Chief Executive Officer, executive Director and chairman of the Board. He is also the chairman of the nomination committee (the “**Nomination Committee**”) and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company. He is responsible for the overall strategic planning and business direction of the Group and management of the Company. Mr. Zhang joined the Group in December 2013. Mr. Zhang has over 15 years of operational and managerial experience with both multinational companies and local Chinese companies in Internet, automobile and finance industries. Mr. Zhang held numerous positions in Bitauto, including vice-president of finance from 2006 to 2009, chief financial officer from 2009 to 2016, chief operating officer from 2015 to 2016, and president from August 2016 to January 2018. He has also served as a director and the chief executive officer of Bitauto since March 2017 and January 2018, respectively. His extensive involvement in Bitauto’s strategy and operations contributed significantly to the growth of Bitauto and its successful listing on the NYSE in November 2010.

Mr. Zhang obtained his bachelor’s degree in finance and accounting from New York University in May 1999. Mr. Zhang has also been granted a certified public accountant by the Education Department of New York State, U.S.A. in October 2003.

Save as disclosed above, Mr. Zhang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders nor does he hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Zhang has entered into a service agreement with the Company as executive Director for a period of three years or until the third annual general meeting of the Company since the Listing Date, whichever is sooner. Mr. Zhang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the service agreement, Mr. Zhang is not entitled to any remuneration in connection with the performance of his duties under the appointment as executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses (including expenses of entertainment, subsistence and travelling) properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to Mr. Zhang such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. Zhang was interested in 257,601,260 underlying Shares and 2,360,052 underlying shares of Bitauto, associated corporation of the Company, within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

(2) Mr. Dong Jiang

Mr. Dong Jiang (姜東), aged 46, is an executive Director and president of the Company. He joined the Company in March 2015 and was the chief operating officer of the Company from June 2017 to December 2017. Mr. Jiang is primarily responsible for overseeing the day-to-day operations of the Company. Prior to joining the Company, from February 2011 to March 2015, Mr. Jiang was group deputy manager of China Grand Automotive Services Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600297). From January 2008 to January 2010, he was senior vice president of China Auto Rental Inc. (now known as CAR Inc.), a company listed on the Main Board of the Stock Exchange in 2014 (stock code: 699).

Mr. Jiang obtained his bachelor's degree in aquaculture from Dalian Ocean University in July 1993 and master's degree in business administration from Peking University in July 2011.

Mr. Jiang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. He does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Jiang has entered into a service agreement with the Company as executive Director for a period of three years or until the third annual general meeting of the Company since the Listing Date, whichever is sooner. Mr. Jiang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the service agreement, Mr. Jiang is not entitled to any remuneration in connection with the performance of his duties under the appointment as executive Director. He is entitled to the reimbursement of all reasonable out-of-pocket expenses (including expenses of entertainment, subsistence and travelling) properly and reasonably incurred in relation to the business of the Company or in the discharge of his duties as director. The Company shall pay or provide to Mr. Jiang such additional benefits as the Board shall in its absolute discretion deem appropriate.

As at the Latest Practicable Date, Mr. Jiang was interested in 38,519,810 underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Jiang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Jiang that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTORS**(3) Mr. James Gordon Mitchell**

Mr. James Gordon Mitchell, aged 44, is a non-executive Director. Mr. Mitchell joined the Company in June 2017. He has served as the chief strategy officer and senior executive vice president of Tencent since July 2011. From January 2000 to June 2011, he held various positions at Goldman Sachs including managing director.

Mr. Mitchell is a non-executive director and chairman of China Literature Limited (阅文集团), a company listed on the Main Board of the Stock Exchange (stock code: 772), since June 2017 and a non-executive director of Frontier Developments plc, a company listed on the London Stock Exchange Alternative Investment Market (stock code: FDEV), since September 2017.

Mr. Mitchell obtained his bachelor's degree in history from the University of Oxford in July 1995.

Save as disclosed above, Mr. Mitchell does not have any relationship with any Directors, senior management or substantial or controlling Shareholders nor does he hold any other directorship in other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years.

Mr. Mitchell has signed an appointment letter with the Company as non-executive Director for an initial period of three years from the Effective Date or an initial period from the Effective Date until the third annual general meeting of the Company since the Listing Date, whichever ends sooner. Mr. Mitchell is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, Mr. Mitchell is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in the performance of his duties as director or otherwise in connection with the business of the Company. He is not entitled to receive any other fee, salary, remuneration, reimbursement, welfare, benefits or any other forms of monetary or non-monetary payment (whether as a director of or in any other capacity of the Company) unless otherwise provided in the appointment letter or required by the applicable laws and regulations.

As at the Latest Practicable Date, Mr. Mitchell did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Mitchell involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Mitchell that need to be brought to the attention of the Shareholders.

(4) Mr. Jimmy Chi Ming Lai

Mr. Jimmy Chi Ming Lai (賴智明), aged 45, is a non-executive Director. Mr. Lai joined the Company in June 2017. He has been the vice president of Tencent since October 2017 and head of the financial technology group of Tencent since 2015. Mr. Lai was formerly the general manager of Tencent from 2011 to 2015 and the general manager of Tencent's QQ membership division from 2009 to 2011.

Mr. Lai is currently a director of Haomai Asset Management Co., Ltd. (好買財富管理股份有限公司), a company listed on the National Equities Exchange and Quotations in the People's Republic of China (stock code: 834418), since February 2017 and a non-executive director of ZhongAn Online P & C Insurance Co., Ltd.* (眾安在綫財產保險股份有限公司), a company listed on the Main Board of the Stock Exchange in September 2017 (stock code: 6060), since November 2013. In addition, he was a director of Shanghai E-Money Software Technology Co., Ltd. (上海益盟軟件技術股份有限公司), a company listed on National Equities Exchange and Quotations in the People's Republic of China (stock code: 832950), from December 2015 to February 2017.

Mr. Lai obtained his master's degree in business administration from Harvard University in June 2006.

Save as disclosed above, Mr. Lai does not have any relationship with any Directors, senior management or substantial or controlling Shareholders nor does he hold any other directorship in other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the past three years.

Mr. Lai has signed an appointment letter with the Company as non-executive Director for an initial period of three years from the Effective Date or an initial period from the Effective Date until the third annual general meeting of the Company since the Listing Date, whichever ends sooner. Mr. Lai is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, Mr. Lai is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in the performance of his duties as director or otherwise in connection with the business of the Company. He is not entitled to receive any other fee, salary, remuneration, reimbursement, welfare, benefits or any other forms of monetary or non-monetary payment (whether as a director of or in any other capacity of the Company) unless otherwise provided in the appointment letter or required by the applicable laws and regulations.

As at the Latest Practicable Date, Mr. Lai did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Lai involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders.

(5) Mr. Chenkai Ling

Mr. Chenkai Ling (凌晨凱), aged 41, is a non-executive Director. Mr. Ling joined the Company in June 2017. He has been the vice president of strategy and operational improvement of JD.com since July 2016. Prior to this, he worked at Bain & Company, Inc. from August 2008, and was serving as a principal of the firm when he left in July 2016.

Mr. Ling obtained his master's degree in business administration from the Amos Tuck School of Business Administration at Dartmouth College in June 2008 and his master's degree in communications management from Tongji University in October 2000.

Save as disclosed above, Mr. Ling does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. He does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Ling has signed an appointment letter with the Company as non-executive Director for an initial period of three years from the Effective Date or an initial period from the Effective Date until the third annual general meeting of the Company since the Listing Date, whichever ends sooner. Mr. Ling is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, Mr. Ling is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in the performance of his duties as director or otherwise in connection with the business of the Company. He is not entitled to receive any other fee, salary, remuneration, reimbursement, welfare, benefits or any other forms of monetary or non-monetary payment (whether as a director of or in any other capacity of the Company) unless otherwise provided in the appointment letter or required by the applicable laws and regulations.

As at the Latest Practicable Date, Mr. Ling did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Ling involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ling that need to be brought to the attention of the Shareholders.

(6) Mr. Xuyang Zhang

Mr. Xuyang Zhang (張旭陽), aged 46, is a non-executive Director. Mr. Zhang joined the Company in June 2017. He has been the vice president of Baidu, Inc., a company listed on the Nasdaq Global Select Market (NASDAQ: BIDU), since June 2016. Prior to that, he held various positions at China Everbright Bank from July 1997 to June 2016, including General Manager of the Asset Management department (from May 2013 to June 2016), General Manager of the Retail Business department (from September 2009 to May 2013) and Division Head of the Foreign Exchange and Structured Products Division of the Investment Banking department (from September 2005 to April 2006).

Mr. Zhang obtained his master's degree in international economics from Renmin University of China in June 1997 and his master's degree in finance and economics from The London School of Economics and Political Science in July 2003.

Mr. Zhang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. He does not at present nor has he in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Zhang has signed an appointment letter with the Company as non-executive Director for an initial period of three years from the Effective Date or an initial period from the Effective Date until the third annual general meeting of the Company since the Listing Date, whichever ends sooner. Mr. Zhang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, Mr. Zhang is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in the performance of his duties as director or otherwise in connection with the business of the Company. He is not entitled to receive any other fee, salary, remuneration, reimbursement, welfare, benefits or any other forms of monetary or non-monetary payment (whether as a director of or in any other capacity of the Company) unless otherwise provided in the appointment letter or required by the applicable laws and regulations.

As at the Latest Practicable Date, Mr. Zhang did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(7) Mr. Tin Fan Yuen

Mr. Tin Fan Yuen (袁天凡), aged 65, is an independent non-executive Director, chairman of the Remuneration Committee and a member of the audit committee (the “**Audit Committee**”) of the Company. Mr. Yuen joined the Company in June 2017 and was appointed as independent non-executive Director on November 6, 2017. He was formerly chief executive of the Stock Exchange from October 1988 to October 1991, deputy chairman and executive director of the Pacific Century Group from 1996 to 2006, deputy chairman and executive director of PCCW Limited, a company listed on the Main Board of the Stock Exchange (stock code: 8), from August 1999 to June 2006, executive chairman of Pacific Century Insurance Holdings Limited (now known as FTL Asia Holdings Limited), a company previously listed on the Main Board of the Stock Exchange (stock code: 65), from June 1999 to July 2007 and independent non-executive director of China Foods Limited, a company listed on the Main Board of the Stock Exchange (stock code: 506), from July 1993 to August 2017.

Mr. Yuen currently holds positions in the following publicly listed companies:

- Agricultural Bank of China Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1288) and the Shanghai Stock Exchange (stock code: 601288), as an independent non-executive director since March 2013;
- Pacific Century Regional Developments Limited, a company listed on the Singapore Exchange Limited (stock code: P15), as an independent non-executive deputy chairman since February 2015; and
- Shanghai Industrial Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 363), as an independent non-executive director since July 2016.

Mr. Yuen obtained his bachelor of arts degree in economics from the University of Chicago in June 1975. He is the chairman of the board of trustees of the Hong Kong Centre for Economic Research, chairman of the advisory board of Ortus Capital Management Limited, and a member of the board of trustees of University of Chicago and Fudan University.

Save as disclosed above, Mr. Yuen does not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

Mr. Yuen has signed an appointment letter with the Company under which he has agreed to act as independent non-executive Director for an initial period of three years from the Effective Date or an initial period from the Effective Date until the third annual general meeting of the Company since the Listing Date, whichever ends sooner. Mr. Yuen is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, Mr. Yuen is entitled to a cash compensation of HK\$415,000 per annum, payable in quarterly installments and a share based compensation of approximately US\$1,000,000 in total in value over a four-year period (approximately US\$250,000 per annum), subject to fulfilling the conditions of the grant as may be determined by the Company from time to time and the terms of the relevant share incentive schemes adopted by the Company. The relevant fees payable to him are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an independent non-executive director with comparable experience. In addition, he is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in connection with the performance of his duties as director.

As at the Latest Practicable Date, Mr. Yuen did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Yuen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Yuen that need to be brought to the attention of the Shareholders.

(8) Mr. Chester Tun Ho Kwok

Mr. Chester Tun Ho Kwok (郭淳浩), aged 54, is an independent non-executive Director, chairman of the Audit Committee and a member of the Nomination Committee. Mr. Kwok joined the Company in June 2017 and was appointed as independent non-executive Director on November 6, 2017. Since January 2016, Mr. Kwok has been an independent non-executive director and a member of the audit committee and investment committee of Henderson Sunlight Asset Management Limited, the manager of Sunlight Real Estate Investment Trust listed on the Main Board of the Stock Exchange (stock code: 435). He has also served as the deputy chairman and a member of the Share Registrars' Disciplinary Committee of the Securities and Futures Commission since April 2017 and April 2013, respectively, as well as a member of the Process Review Panel of the Securities and Futures Commission since November 2016. Mr. Kwok was also a member of the Takeovers and Mergers Panel of the Securities and Futures Commission from April 2007 to March 2016.

Mr. Kwok served in a senior capacity in a number of international financial institutions, including Credit Suisse (Hong Kong) Limited and Standard Chartered Bank (Hong Kong) Limited between November 2000 to September 2012 and September 2012 to October 2015, respectively.

Mr. Kwok obtained his bachelor of arts degree from the University of Cambridge in June 1985. He has been a member of the Hong Kong Securities Institute since 1998 and a fellow of the Institute of Directors since 2016.

Save as disclosed above, Mr. Kwok does not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

Mr. Kwok has signed an appointment letter with the Company under which he has agreed to act as independent non-executive Director for an initial period of three years from the Effective Date or an initial period from the Effective Date until the third annual general meeting of the Company since the Listing Date, whichever ends sooner. Mr. Kwok is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, Mr. Kwok is entitled to a cash compensation of HK\$420,000 per annum, payable in quarterly installments and a share based compensation of approximately US\$1,000,000 in total in value over a four-year period (approximately US\$250,000 per annum), subject to fulfilling the conditions of the grant as may be determined by the Company from time to time and the terms of the relevant share incentive schemes adopted by the Company. The relevant fees payable to him are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an independent non-executive director with comparable experience. In addition, he is entitled to reimbursement of all reasonable expenses properly and reasonably incurred in connection with the performance of his duties as director.

As at the Latest Practicable Date, Mr. Kwok did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Mr. Kwok involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Kwok that need to be brought to the attention of the Shareholders.

(9) Ms. Lily Li Dong

Ms. Lily Li Dong (董莉), aged 47, is an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Ms. Dong joined the Company in June 2017 and was appointed as independent non-executive Director on November 6, 2017. From August 2015 to June 2017, Ms. Dong was the chief financial officer of eDaijia, an online designated driver service provider. Prior to this, she served as chief financial officer at RDA Microelectronics, Inc., a company previously listed on Nasdaq Global Select Market (NASDAQ: RDA) (“RDA”), a fabless semiconductor company, from November 2007 to July 2015, and was its director from January 2014 to July 2015. Ms. Dong has extensive experience as a finance and management professional and led the initial public offering process of RDA. Prior to this, Ms. Dong worked for Hewlett-Packard in China since 1992, and was the Finance Operations Manager of Hewlett-Packard Technology (Shanghai) Co., Ltd.* (惠普科技(上海)有限公司) when she left in 2005.

Ms. Dong obtained her bachelor’s degree in economics from the Nanjing University of Science and Technology in July 1992 and her executive master’s degree in business administration from China Europe International Business School in November 2004.

Ms. Dong does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. She does not at present nor has she in the past three years held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Dong has signed an appointment letter with the Company under which she has agreed to act as independent non-executive Director for an initial period of three years from the Effective Date or an initial period from the Effective Date until the third annual general meeting of the Company since the Listing Date, whichever ends sooner. Ms. Dong is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Under the appointment letter, Ms. Dong is entitled to a cash compensation of HK\$410,000 per annum, payable in quarterly installments and a share based compensation of approximately US\$500,000 in total in value over a four-year period (approximately US\$125,000 per annum), subject to fulfilling the conditions of the grant as may be determined by the Company from time to time and the terms of the relevant share incentive schemes adopted by the Company. The relevant fees payable to her are determined by reference to the level of fee normally payable by a listed company in Hong Kong to an independent non-executive director with comparable experience. In addition, she is entitled to the reimbursement of all reasonable expenses properly and reasonably incurred in connection with the performance of her duties as director.

As at the Latest Practicable Date, Ms. Dong did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is Ms. Dong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Dong that need to be brought to the attention of the Shareholders.

* *For identification purposes only*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 6,276,322,474 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 6,276,322,474 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 627,632,247 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2017) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
November 2017 (since the Listing Date)	10.18	6.43
December 2017	7.24	5.85
January 2018	7.28	6.25
February 2018	6.47	5.54
March 2018	6.26	4.47
April 2018 (up to the Latest Practicable Date)	4.82	4.17

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, pursuant to the Voting Proxy Agreement, Bitauto was granted by Tencent and JD.com a voting proxy over Shares representing two-thirds and one-third, respectively, of 10% of the issued Shares, solely for the purposes of enabling Bitauto to exercise in excess of 50% of the voting rights in the Company. As at the Latest Practicable Date, Bitauto was deemed to be interested in 3,414,468,818 Shares representing approximately 54.40% of the total issued Shares. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code in the event that the proposed Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would result in the

aggregate number of Shares held by the public fall below the relevant prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the period from the Listing Date up to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



YIXIN GROUP LIMITED

易鑫集团有限公司

(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “Yixin Automotive Technology Group Limited”)

(Stock code: 2858)

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Yixin Group Limited 易鑫集团有限公司 (the “**Company**”) will be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, June 1, 2018 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and independent auditor for the year ended December 31, 2017.
2.
 - (a) To re-elect Mr. Andy Xuan Zhang as Director.
 - (b) To re-elect Mr. Dong Jiang as Director.
 - (c) To re-elect Mr. James Gordon Mitchell as Director.
 - (d) To re-elect Mr. Jimmy Chi Ming Lai as Director.
 - (e) To re-elect Mr. Chenkai Ling as Director.
 - (f) To re-elect Mr. Xuyang Zhang as Director.
 - (g) To re-elect Mr. Tin Fan Yuen as Director.
 - (h) To re-elect Mr. Chester Tun Ho Kwok as Director.
 - (i) To re-elect Ms. Lily Li Dong as Director.
 - (j) To authorize the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix the auditor’s remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any subscription rights attaching to any warrants which may be allotted and issued by the Company from time to time;
 - (iii) the exercise of options under a share option scheme of the Company;
 - (iv) the issue of shares which may be awarded under a share award scheme of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (v) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
Yixin Group Limited
易鑫集团有限公司
Man Wah Cheng
Company Secretary

Hong Kong, April 27, 2018

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form.

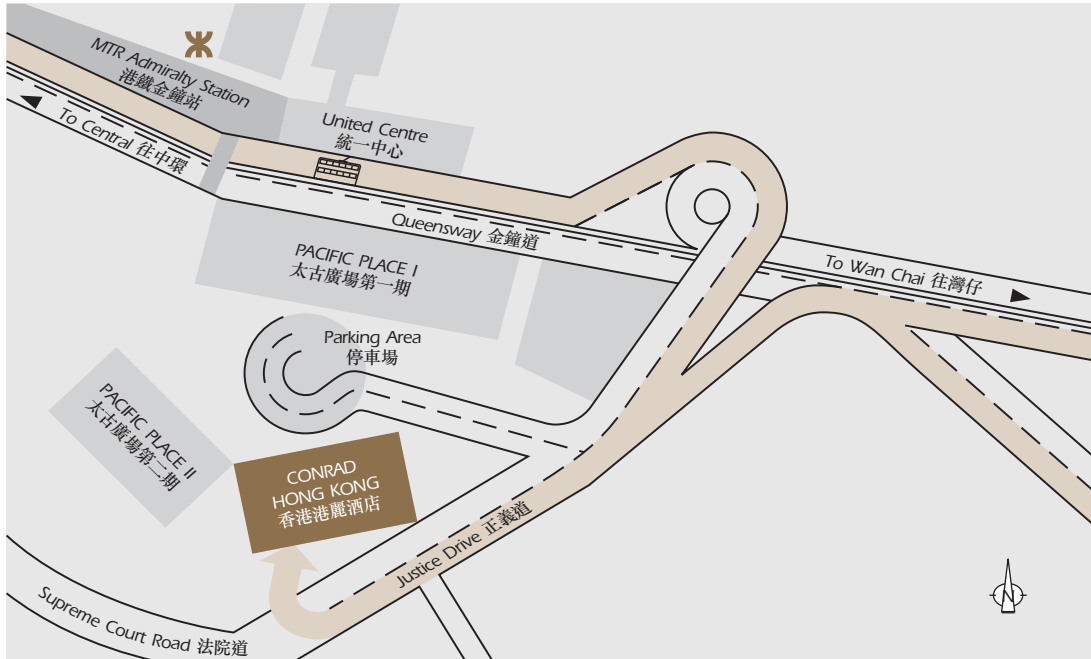
On a show of hands, every shareholder of the Company who is present in person (or, in the case of a corporation, by its duly authorized representative) shall have one vote. In the case of a poll, every shareholder of the Company present in person or by proxy or, in the case of a shareholder of the Company being a corporation, by its duly authorized representative shall be entitled to one vote for each share held by him.

3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Wednesday, May 30, 2018) or the adjourned meeting (as the case may be). Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, May 29, 2018 to Friday, June 1, 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, May 28, 2018.
5. If a tropical cyclone warning signal no. 8 or above, or a black rainstorm warning is hoisted any time after 8.00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. Shareholders may visit the website of the Company at www.yixincars.com for details of the postponement and alternative meeting arrangement.

NOTICE OF ANNUAL GENERAL MEETING



From MTR Admiralty Station to hotel 由金鐘港鐵站前往酒店



By car 往酒店之行車路線圖