
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
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of Ye Xing Group Holdings Limited to be held at Room 108, No. 45 Xinrong North Street, Xihongmen, Daxing District, Beijing, PRC on Monday, 31 May 2021 at 10:00 a.m. is set out on pages 10 to 11 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on Saturday, 29 May 2021) 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.

29 April 2021

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) 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:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Room 108, No. 45 Xinrong North Street, Xihongmen, Daxing District, Beijing, PRC on Monday, 31 May 2021 at 10:00 a.m., or any adjustment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Ye Xing Group Holdings Limited (燁星集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 26 March 2019
“Director(s)”	the director(s) of the Company
“Group”, “we”, “us” or “our”	the Company, its subsidiaries and entities under the Company’s control through contractual arrangements in the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes the Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Prospectus”	the prospectus of the Company dated 28 February 2020 issued by the Company in relation to the listing of its Shares on the Main Board of the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of the Company with nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent

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

Independent Non-Executive Directors:

Mr. Chan Cheong Tat

Mr. Cheung Wai Hung

Ms. Chen Weijie

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal place of business in the PRC:

Room 108

No. 45 Xinrong North Street

Xihongmen, Daxing District

Beijing, PRC

Principal place of business

in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

29 April 2021

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Zhao Weihao, Ms. Wu Guoqing, Ms. Li Yin Ping, Mr. Chan Cheong Tat, Mr. Cheung Wai Hung and Ms. Chen Weijie.

In accordance with Article 108(a) of the Articles, at each annual general meeting 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 retires and shall be eligible for re-election thereat. Accordingly, Mr. Zhao Weihao and Ms. Li Yin Ping will retire from office at the AGM and, being eligible, offer themselves for re-election.

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

ANNUAL GENERAL MEETING

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

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10:00 a.m. on Saturday, 29 May 2021) before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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 AGM will be taken by way of poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the re-election of Directors to be proposed at the AGM 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 AGM.

GENERAL

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

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

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

The particulars of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTORS

Mr. Zhao Weihao (趙偉豪) (formerly known as Zhao Liang (趙亮)), aged 27, is an executive Director. He joined the Group as a director of Beijing Hongkun Property Management Company Limited* (北京鴻坤物業管理有限公司) (“Beijing Hongkun”) on 6 December 2017, where he is responsible for the overall management and day-to-day business operations. He was appointed as a Director on 26 March 2019 and re-designated as an executive Director on 24 July 2019. Mr. Zhao is responsible for the overall development and major business decisions making of the Group.

Mr. Zhao has relevant experience in business administration and the property industry in the PRC. Among others, he held/is holding the following positions in the PRC:

Company name	Period of time	Principal business of the company	Position
Beijing Hongkun Weiye Property Development Company Limited* (北京鴻坤偉業房地產開發有限公司) (“Hongkun Weiye”)	July 2016 to November 2017	Real estate development	Procurement department manager
Wuxi Yongqing Real Estate Company Limited* (無錫永慶房地產有限公司)	May 2017 to present	Real estate development and provision of real estate brokerage services	Director
Hefei Blu-ray Hongjing Real Estate Company Limited* (合肥藍光宏景置業有限公司)	June 2017 to present	Real estate development and property leasing	Director
Hongkun Jituan Company Limited* (鴻坤集團有限公司)	November 2017 to present	Investment holding of the equity interests in Hongkun Weiye and its subsidiaries	Director
Hongkun Weiye	April 2018 to present	Real estate development	Assistant to president
Shenzhen Municipal Coast Xingtai Real Estate Company Limited* (深圳市海岸興泰置業有限公司)	August 2018 to present	Real estate development, provision of real estate brokerage services, and property leasing	Director
Hongkun Weiye	March 2019 to present	Real estate development	Strategic investment department manager

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. Under the service contract, Mr. Zhao is entitled to a Director's remuneration of HK\$480,000 per annum and discretionary bonus. Mr. Zhao's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules. As at the Latest Practicable Date, Mr. 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 of the Company or substantial or controlling Shareholders, and does not hold 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 44, is an executive Director. She was appointed as a Director on 26 March 2019 and was re-designated as an 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 she provides strategic advice. As an executive Director, Ms. Li also participates in the formulation of business strategy and major decisions of the 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.

With her experience in finance and capital investment, particularly investment in listed companies, Ms. Li is also involved in strategic planning of the Group's fund raising and capital investment activities, and provides guidance and supervision on financial management and corporate governance of the Group as well as in overall strategic planning and business development of new business opportunities. In particular, for the implementation of the Group's strategic plan to expand its market reach in the PRC to cover at least five additional cities by 2021 through acquisitions of suitable local property management companies, Ms. Li has also been 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 had 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	BVI	April 2017 to present	Investment holding in listed company in Hong Kong	Director

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

Ms. Li 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. Under the service contract, Ms. Li is entitled to a Director's remuneration of HK\$300,000 per annum and discretionary bonus. Ms. Li's appointment is subject to the provisions of retirement and rotation of directors under the Articles and the applicable Listing Rules. As at the Latest Practicable Date, Ms. Li is interested in 57,990,000 Shares within the meaning of Part XV of the SFO. Ms. Li has no relationships with any Directors, senior management of the Company or substantial or controlling Shareholders, and does not hold 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 is 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.

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 108, No. 45 Xinrong North Street, Xihongmen, Daxing District, Beijing, PRC on Monday, 31 May 2021 at 10:00 a.m. to transact the following businesses:

1. To receive and consider the audited financial statements and the reports of the directors (the “Directors”) and auditor of the Company and its subsidiaries for the year ended 31 December 2020.
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 authorize the board of Directors to fix the remuneration of the Directors.
3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorize the board of Directors to fix its remuneration.

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

Hong Kong, 29 April 2021

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

NOTICE OF ANNUAL GENERAL MEETING

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 Wednesday, 26 May 2021 to Monday, 31 May 2021, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 25 May 2021.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours (i.e. 10:00 a.m. on Saturday, 29 May 2021) before the time fixed for holding of the Meeting.
5. With respect to resolution no. 2 of this notice, Mr. Zhao Weihao and Ms. Li Yin Ping shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in Appendix I of the circular of the Company dated 29 April 2021.
6. As at the date of this notice, the board of Directors comprises Mr. Zhao Weihao, Ms. Wu Guoqing and Ms. Li Yin Ping as executive Directors; and Mr. Chan Cheong Tat, Mr. Cheung Wai Hung and Ms. Chen Weijie as independent non-executive Directors.