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## **XINYI ENERGY HOLDINGS LIMITED**

**信義能源控股有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock code: 03868)**

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Xinyi Energy Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the proposed amendments to the memorandum and articles of association (the “**Memorandum and Articles of Association**”) of the Company.

The Listing Rules have been amended, among others, to require all listed issuers to adopt an uniform set of 14 core shareholder protection standards (the “**Core Standards**”) set forth in Appendix 3 to the Listing Rules.

The Board proposes to make certain amendments (the “**Proposed Amendments**”) to the Memorandum and Articles of Association for the purpose of (a) conforming to the Core Standards; (b) facilitating the general meetings of the Company to be held as an electronic meeting or a hybrid meeting; (c) bringing the Memorandum and Articles of Association in line with amendments made to the Listing Rules and the applicable laws in the British Virgin Islands; and (d) making other miscellaneous and house-keeping changes to update or clarify the provisions of the Memorandum and Articles of Association, including consequential amendments in line with the above amendments where the Board considers desirable or appropriate. For the purpose of incorporating the Proposed Amendments, the Board proposes to adopt the amended and restated Memorandum and Articles of Association (the “**Amended and Restated Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association are subject to the passing of a special resolution by the shareholders (the “**Shareholders**”) of the Company at the forthcoming annual general meeting (the “**AGM**”) of the Company, and the Amended and Restated Memorandum and Articles of Association shall become effective from the date that a notice of amendment or the Amended and Restated Memorandum and Articles of Association is registered by the Registrar of Corporate Affairs in the British Virgin Islands. A circular containing, among others, details of the Proposed Amendments will be despatched to the Shareholders in due course.

On behalf of the Board  
**XINYI ENERGY HOLDINGS LIMITED**  
**LEE Shing Put, B.B.S.**  
*Chairman*

Hong Kong, 24 April 2023

*As of the date of this announcement, the Board comprises five executive Directors, namely, Mr. LEE Shing Put, B.B.S. (Chairman of the Board), Tan Sri Datuk TUNG Ching Sai, P.S.M., D.M.S.M., J.P., Mr. TUNG Fong Ngai, Mr. LEE Yau Ching and Ms. CHENG Shu E, and three independent non-executive Directors, namely, Mr. LEUNG Ting Yuk, The Hon. IP Kwok Him, G.B.M., G.B.S., J.P. and Ms. LYU Fang.*

*This announcement will be published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.xinyienergy.com](http://www.xinyienergy.com).*