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XINYI SOLAR HOLDINGS LIMITED

信義光能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00968)

UPDATES ON THE PROPOSED RMB ORDINARY SHARE ISSUE AND SECOND EXTRAORDINARY GENERAL MEETING

This announcement is issued by the Board following the Previous RMB Ordinary Share Announcements, the Previous RMB Ordinary Share Circular and the poll results announcement dated 25 November 2022 of the First EGM.

Having discussed with the Sponsor, the Board has accepted that the listing venue of the PRC Listing will be changed from the ChiNext Market to the Shenzhen Main Board. As a result of this change and the delay in the timetable for the Previous PRC Listing Proposal, the Newly Amended and Restated Memorandum, the Newly Amended and Restated Articles and the New Corporate Governance Plans and Policies will need to be conditionally adopted, the Second Specific Mandate will need to be sought and the usage of the net proceeds from the Proposed RMB Ordinary Share Issue will also need to be adjusted in light of the latest business development of the Group as set forth in the 2022 Annual Report and the 2023 Interim Results Announcement. Except for the resolution passed at the First EGM on the Directors' power to proceed with the preparation of the PRC Listing and the Previous PRC Listing Proposal, none of the other resolutions passed at the First EGM relating thereto, i.e. resolution nos. 2 to 11, has become effective or otherwise implemented.

As the Proposed RMB Ordinary Share Issue and all related matters are subject to the approval by the Shareholders at the Second EGM and the necessary Regulatory Approvals, Shareholders and prospective investors of the Company should be aware that there can be no assurance that the Proposed RMB Ordinary Share Issue will be implemented or as to when it may be implemented, and are advised to exercise caution when dealing in the securities of the Company.

Further announcement(s) will be made by the Company for any material update and progress for the Proposed RMB Ordinary Share Issue in accordance with the Hong Kong Listing Rules and other applicable laws and regulations as and when it is appropriate. This announcement is for information purpose only and does not constitute any invitation or offer to acquire, purchase or subscribe for any securities of the Company.

This announcement is issued by the Board following the Previous RMB Ordinary Share Announcements, the Previous RMB Ordinary Share Circular and the poll results announcement dated 25 November 2022 of the First EGM. The purpose of this announcement is to provide the Shareholders with the latest development and the updated arrangements on the Proposed RMB Ordinary Share Issue.

UPDATED PRINCIPAL TERMS AND ARRANGEMENTS OF THE PROPOSED RMB ORDINARY SHARE ISSUE AND THE PRC LISTING

Having discussed with the Sponsor, the Board has accepted that the listing venue of the PRC Listing will be changed from the ChiNext Market to the Shenzhen Main Board. As a result of this change and the delay in the timetable for the Previous PRC Listing Proposal, the Newly Amended and Restated Memorandum, the Newly Amended and Restated Articles and the New Corporate Governance Plans and Policies will need to be conditionally adopted, the Second Specific Mandate will need to be sought and the usage of the net proceeds from the Proposed RMB Ordinary Share Issue will also need to be adjusted in light of the latest business development of the Group as set forth in the 2022 Annual Report and the 2023 Interim Results Announcement. Except for the resolution passed at the First EGM on the Directors' power to proceed with the preparation of the PRC Listing and the Previous PRC Listing Proposal, none of the other resolutions passed at the First EGM relating thereto, i.e. resolution nos. 2 to 11, has become effective or otherwise implemented.

The Second EGM will therefore be convened for the purpose of considering and approving the PRC Listing and the Proposed RMB Ordinary Share Issue (with the latest development and arrangements) and other related arrangements. For the purpose of completeness, the table below sets forth the salient features of the Proposed RMB Ordinary Share Issue (with the latest development and arrangements):

- (1) **Nature of the RMB Ordinary Shares** : Ordinary Shares to be subscribed for and traded in RMB by target subscribers in the PRC (as stated below) and listed on the Shenzhen Main Board, forming the same class as the HKD Ordinary Shares.
- (2) **Status of the RMB Ordinary Shares** : The RMB Ordinary Shares, when allotted, issued and fully paid, will rank *pari passu* in all material aspects with the HKD Ordinary Shares in issue currently traded in HKD and listed on the Hong Kong Main Board.
- (3) **Number of the RMB Ordinary Shares to be issued** : The Proposed RMB Ordinary Share Issue involves the issue of new Ordinary Shares only and will not involve any sale of Ordinary Shares held by existing Shareholders or conversion of the existing Ordinary Shares.

The initial number of the RMB Ordinary Shares to be issued will not exceed 989,000,000 Ordinary Shares, representing no more than 11.11% of the total number of the Ordinary Shares in issue as of 30 June 2023 and no more than 10.00% of the enlarged share capital of the Company upon completion of the Proposed RMB Ordinary Share Issue (assuming that the over-allotment option is not exercised).

Subject to full compliance with applicable laws and regulations and regulatory requirements, the Company may authorise the underwriter(s) to exercise the over-allotment option to require the Company to issue no more than 15.0% of the initial number of the RMB Ordinary Shares under the Proposed RMB Ordinary Share Issue.

The final number of the RMB Ordinary Shares to be issued and matters in relation to over-allotment will be determined according to the equity market conditions in the PRC and the Regulatory Approvals.

- (4) **Target subscribers of the RMB Ordinary Shares** : Qualified natural persons and institutional investors (except for investors prohibited by applicable laws and regulations, rules and regulatory requirements from participating in the Proposed RMB Ordinary Share Issue) and such other target subscribers meeting the relevant qualification requirements of the CSRC, who maintain stock accounts with the Shenzhen Stock Exchange.

If any of the target subscribers of the RMB Ordinary Shares is a connected person (as defined under the Hong Kong Listing Rules) of the Company, the Company will comply with the requirements under the relevant laws and regulations, including but without limitation to, the Hong Kong Listing Rules.

- (5) **Placing methodology of the RMB Ordinary Shares** : The Proposed RMB Ordinary Share Issue would use a combination of targeted placement to strategic investors (向戰略投資者定向配售), offline investor placing (網下投資者配售) and online fixed price issuance (網上定價發行) in order to secure the best possible price for the RMB Ordinary Shares and enable members of the public in the PRC to participate in the Proposed RMB Ordinary Share Issue.

- (6) **Method of pricing** : The Shareholders at the Second EGM are invited to authorise the Board to work with the underwriter(s) of the Proposed RMB Ordinary Share Issue to:

- (i) determine the price range through marketing and preliminary price enquiries with potential investors; and
- (ii) finalise the offer price in accordance with the relevant laws and regulations and the rules of relevant regulatory authorities in the PRC.

To ensure the offer price is in the interests of the Company and the Shareholders as a whole, the Board and the underwriter(s) of the Company will consider when determining the final offer price:

- (i) the operational and financial conditions of the Company;
- (ii) the average price-to-earnings ratio of the solar glass industry in the secondary market;
- (iii) the trading prices of the HKD Ordinary Shares on the Hong Kong Main Board;
- (iv) the equity market conditions in the PRC; and
- (v) the applicable laws and regulations.

If the offer price is lower than the trading price of the HKD Ordinary Shares, the Board will decide whether to proceed with the Proposed RMB Ordinary Share Issue after considering the equity market conditions in the PRC, the Company's actual capital needs and development strategies at the relevant time, the trading prices of comparable companies in the secondary market and other relevant factors.

- (7) **Sponsor** : Guotai Junan Securities Co., Limited
- (8) **Principal terms of underwriting** : The method of underwriting for the Proposed RMB Ordinary Share Issue will be standby underwriting by the underwriter(s) or other methods as permitted by the securities regulatory authority in the PRC.
- (9) **Distribution plan of accumulated profits before the Proposed RMB Ordinary Share Issue** : The undistributed profits accumulated before the Proposed RMB Ordinary Share Issue will be shared by the existing and the new Shareholders on a pro rata basis and in proportional to shareholding percentages.
- (10) **Venue of the PRC Listing** : Shenzhen Main Board

(11) **Share registers** : The RMB Ordinary Shares will be registered on a separate register of members maintained in the PRC by the CSDC. The RMB Ordinary Shares will not be registered on the existing register of members of the Company maintained in Hong Kong for the HKD Ordinary Shares.

Computershare Hong Kong Investor Services Limited will continue to be the Company's branch share registrar and transfer office in Hong Kong for the HKD Ordinary Shares. The register of members of the Company for the HKD Ordinary Shares will continue to be maintained in Hong Kong.

(12) **Non-fungibility** : The RMB Ordinary Shares cannot be transferred or moved outside of the PRC or presented for exchange or conversion into the HKD Ordinary Shares for trading in Hong Kong.

(13) **Share depositories** : The CSDC will be the registration, depository and settlement institution for the RMB Ordinary Shares.

The Hong Kong Securities Clearing Company Limited (or its nominee or appointee) will continue to be the depository for the HKD Ordinary Shares traded and listed on the Hong Kong Main Board.

(14) **Dividends** : Dividends declared by the Company in HKD will be converted into RMB before distribution to the holders of the RMB Ordinary Shares, and the exchange rate will be determined according to the then foreign exchange market conditions.

The Company will set up designated bank accounts in the PRC in accordance with the relevant provisions of the Measures for the Administration of Cross-border Funds of Depository Receipts (for Trial Implementation) (《存託憑證跨境資金管理辦法(試行)》), which will be used for dividend payments.

The Company will comply with all foreign exchange registration, withholding tax, opening of designated accounts, fund receipt and payment and currency exchange regulations as required by the relevant securities regulatory authority in the PRC.

- (15) **Valid period of the resolution** : The Second Specific Mandate for the Proposed RMB Ordinary Share Issue will be valid for 12 months from the date of approval by the Shareholders at the Second EGM.
- (16) **Timing** : The Proposed RMB Ordinary Share Issue will be conducted upon approval of the Shenzhen Stock Exchange and approval of registration by the CSRC. The specific issue date shall be determined by the Board under the authorisation of the Shareholders at the Second EGM upon approval of the Shenzhen Stock Exchange and approval of registration by the CSRC.

PROPOSED USE OF THE NET PROCEEDS FROM THE PROPOSED RMB ORDINARY SHARE ISSUE

The Directors propose that the proceeds from the Proposed RMB Ordinary Shares, net of the costs and expenses incurred or accrued for the Proposed RMB Ordinary Share Issue and the PRC Listing, will be used for the following purposes:

- (1) approximately 30.0% for the Phase Five solar glass production line project of the Group in Melaka, Malaysia (信義馬來西亞光伏玻璃五期項目);
- (2) approximately 25.0% for the solar glass production line project of “Xinyi Cover Plate for Photovoltaic Modules (信義光伏組件蓋板項目)” in Yunnan Province, the PRC;
- (3) approximately 15.0% for the solar glass production line project of “High-transparent and Light-weight Cover Plate Production Base of Solar Equipment (太陽能裝備用輕質高透面板製造基地項目)” in Jiangsu Province, the PRC; and
- (4) approximately 30.0% for general working capital.

CONDITIONS TO THE PROPOSED RMB ORDINARY SHARE ISSUE AND THE PRC LISTING

The following is similar to the disclosure in the Previous RMB Ordinary Share Announcements. The Proposed RMB Ordinary Share Issue and the PRC Listing are conditional upon:

- (1) the grant of the proposed Second Specific Mandate by the Shareholders at the Second EGM;
- (2) the grant of the Regulatory Approvals; and
- (3) the equity market conditions in the PRC.

COMPLIANCE WITH THE PRC LAWS AND REGULATIONS FOLLOWING COMPLETION OF THE PROPOSED RMB ORDINARY SHARE ISSUE AND THE PRC LISTING

Following completion of the Proposed RMB Ordinary Share Issue and the PRC Listing, subject to the Memorandum and the Articles, the Company will need to comply with applicable laws, rules and regulations of the PRC, including but without limitation to, the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Measures for the Administration of IPO Registration (《首次公開發行股票註冊管理辦法》), the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》), the Measures on Ongoing Supervision over the Innovative Enterprises after Issuance of Shares or Depositary Receipts (Trial Implementation) (《創新企業境內發行股票或存託憑證上市後持續監管實施辦法(試行)》), the Opinions on the Pilot Programmes of Innovative Enterprises Issuing Stocks or Depositary Receipts in the Mainland of China (《關於開展創新企業境內發行股票或存託憑證試點的若干意見》) and other applicable securities laws of the PRC.

The legal advisers to the Company as to PRC laws and Hong Kong laws confirm to the Company that the Proposed RMB Ordinary Share Issue would not contravene relevant laws, rules and regulations of the PRC and Hong Kong, respectively.

ADOPTION OF THE NEWLY AMENDED AND RESTATED MEMORANDUM AND THE NEWLY AMENDED AND RESTATED ARTICLES

The Board also proposes to make certain amendments to the Memorandum and the Articles and to adopt the Newly Amended and Restated Memorandum and the Newly Amended and Restated Articles which are necessary for the Proposed RMB Ordinary Share Issue, such amendments includes those for the purpose of:

- (a) catering the RMB Ordinary Shares to be issued, provisions relating to the issuance, listing, deposit, transfer and other matters relating to the RMB Ordinary Shares are proposed to be added; and
- (b) satisfying the relevant requirements under the Opinions on the Pilot Programmes of Innovative Enterprises Issuing Stocks or Depositary Receipts in the Mainland of China (《關於開展創新企業境內發行股票或存託憑證試點的若干意見》) and other applicable securities laws of the PRC that the overall level of investor protection offered by the Company should not be lower than what is required under the laws and regulations of the PRC, provisions relating to the respective authorities and duties of the Board and the general meetings of the Company, Shareholders' rights to convene general meetings, the powers of the general meetings, the powers of the Board and other matters are proposed to be added or amended.

The adoption of the Newly Amended and Restated Memorandum and the Newly Amended and Restated Articles incorporating and consolidating all the Proposed Amendments will take effect at the PRC Listing after consideration and approval by the Shareholders by way of special resolution at the Second EGM. Prior to that, the Memorandum and the Articles shall continue to be effective.

The legal advisers to the Company as to PRC laws confirm to the Company that the Proposed Amendments comply with the requirements under the applicable laws and regulations in the PRC for the Proposed RMB Ordinary Share Issue and the PRC Listing.

Detailed information on the Proposed Amendments, the Newly Amended and Restated Memorandum and the Newly Amended and Restated Articles will be set forth in the Second Shareholders' Circular to be despatched to the Shareholders.

ADOPTION OF THE NEW CORPORATE GOVERNANCE PLANS AND POLICIES

For the purpose of the Proposed RMB Ordinary Share Issue and the PRC Listing, the Directors propose for the Shareholders to consider and approve (if appropriate) at the Second EGM the New Corporate Governance Plans and Policies. Such plans and policies include 26 plans and policies, namely (a) “Distribution plan of profits accumulated prior to the initial public offering and the listing of the RMB ordinary shares (A-shares) of the Company on the Main Board of the Shenzhen Stock Exchange”; (b) “Company’s plan to stabilise the Company’s A-share stock price within three years after the initial public offering and the listing of the RMB ordinary shares (A-shares) of the Company on the Main Board of the Shenzhen Stock Exchange”; (c) “Company’s profit distribution policy and dividend return plan for the three years after the initial public offering and the listing of the RMB ordinary shares (A-shares) of the Company on the Main Board of the Shenzhen Stock Exchange”; (d) “Plan for the Use of Net Proceeds from the Proposed RMB Ordinary Share Issue”; (e) “Remedial measures for the potential dilution of immediate returns because of the initial public offering and the listing of the RMB ordinary shares (A-shares) of the Company on the Main Board of the Shenzhen Stock Exchange”; (f) “Letter of commitment on stabilisation of the price of the Company’s RMB ordinary shares (A-shares) for the three years after the initial public offering and the listing of the RMB ordinary shares (A-shares) on the Main Board of the Shenzhen Stock Exchange”; (g) “Letter of commitment on remedial measure for the potential dilution of immediate returns by the initial public offering and the listing of RMB ordinary shares (A-shares) on the Main Board of the Shenzhen Stock Exchange”; (h) “Letter of commitment on profits distribution policy and dividend return plan for the three years after the initial public offering and the listing of the RMB ordinary shares (A-shares) on the Main Board of the Shenzhen Stock Exchange”; (i) “Letter of commitment on the repurchase of shares”; (j) “Letter of commitment on the repurchase of the shares of the Company listed by fraudulent means”; (k) “Letter of commitment on the legal liability for compensations”; (l) “Letter of commitment on initiating measures if the Company is failure to fulfill its relevant commitments”; (m) “Letter of commitment on applicable law and competent court”; (n) “Policy governing the procedures for general meetings”; (o) “Policy governing the procedures for board meetings”; (p) “Terms of reference of the audit committee of the Board”; (q) “Terms of reference of the remuneration committee of the Board”; (r) “Terms of reference of the nomination committee of the Board”; (s) “Policy on the management of external guarantees given by the Company and its subsidiaries”; (t) “Policy on the management of external investments and asset disposal made by the Company and its subsidiaries”; (u) “Policy on the management of connected (related

party) transactions”; (v) “Rules on the onshore information disclosure representative”; (w) “Policy on the management of the raised funds”; (x) “Policy on the management of the investor relations”; (y) “Policy on internal audit”; and (z) “Policy on the management of the disclosure of information”.

The legal advisers to the Company as to the PRC laws confirm to the Company that following the approval by the Shareholders at the Second EGM, the New Corporate Governance Plans and Policies which provide the necessary details procedures and implementation guidance on various corporate governance aspects of listed companies in the PRC will be legally binding on the Directors. The legal advisers to the Company as to the PRC laws also confirm to the Company that the New Corporate Governance Plans and Policies do not violate the applicable laws of the PRC.

The full text of the New Corporate Governance Plans and Policies (if appropriate) will be set forth in the Second Shareholders’ Circular to be despatched to the Shareholders.

REASONS FOR AND BENEFITS OF THE PROPOSED RMB ORDINARY SHARE ISSUE AND THE PRC LISTING

The Directors believe that the reasons for the change of the listing venue for the PRC Listing include, but without limitation to, the following:

New registration-based system for initial public offerings on the Shenzhen Main Board

On 17 February 2023, the CSRC officially announced the full implementation of the registration-based system (the “**Registration-based IPO System**”) for initial public offerings on the stock exchanges in the PRC, including the Shenzhen Main Board. The Registration-based IPO System had already been implemented in some other stock exchanges in the PRC such as the ChiNext Market as part of a pilot programme at the time of the First EGM. The Directors expect, as advised by the Sponsor, that the newly implemented Registration-based IPO System would facilitate the PRC Listing as it provides a formal set of regulations and support system for initial public offerings on the Shenzhen Main Board.

Complementary market position with the Shenzhen Main Board

The Shenzhen Main Board is positioned to provide a listing venue for companies which are categorised as “giant blue chip (大盤藍籌)” with mature business model and stable and strong profitability. These companies are usually the leading companies in their respective industries.

The Directors believe that the Shenzhen Main Board is more appropriate for the PRC Listing because:

- (a) the Group is one of the largest solar glass manufacturers in the world and has been listed on the Hong Kong Main Board for almost a decade; and
- (b) the Group is primarily engaged in research and development, production and sale of solar glass, as well as the construction and operation of solar farms. Over the years, the Group's business model has been well established with strong and well-governed business operating system.

Expected elevated levels of turnover and liquidity of the RMB Ordinary Shares

The turnover and liquidity of the shares traded on the Shenzhen Main Board have generally been higher than other stock exchanges in the PRC for emerging businesses. The Directors believe that the PRC Listing will attract significant number of investors and promote a desirable level of turnover and liquidity of the RMB Ordinary Shares.

Enhanced corporate profile and recognition among investors

The Directors consider that the Shenzhen Main Board is perceived to enjoy a more premium status than ChiNext Market. A listing on the Shenzhen Main Board is expected to further enhance the Group's corporate profile and recognition among investors in the PRC.

OTHER INFORMATION RELATED TO THE PROPOSED RMB ORDINARY SHARE ISSUE AND THE PRC LISTING

Shareholding structure of the Company before and after completion of the Proposed RMB Ordinary Share Issue

For reference and illustration purpose only, the following table sets forth the shareholding structure of the Company before and after completion of the Proposed RMB Ordinary Share Issue (assuming that over-allotment option is not exercised and exercised in full) on the basis of the number of the Ordinary Shares in issue as of 30 June 2023:

	As of 30 June 2023		Immediately after completion of the Proposed RMB Ordinary Share Issue (assuming the over-allotment option is not exercised)		Immediately after completion of the Proposed RMB Ordinary Share Issue (assuming the over-allotment option is exercised in full)	
	<i>Number of Ordinary Shares</i>		<i>Number of Ordinary Shares</i>		<i>Number of Ordinary Shares</i>	
	<i>Percentage</i>		<i>Percentage</i>		<i>Percentage</i>	
RMB Ordinary Shares to be issued under the Proposed RMB Ordinary Share Issue	—	—	989,000,000	9.998%	1,137,350,000	11.328%
HKD Ordinary Shares						
- Controlling Shareholders	2,316,257,429	26.016%	2,316,257,429	23.415%	2,316,257,429	23.069%
- Xinyi Glass	2,066,930,851	23.216%	2,066,930,851	20.895%	2,066,930,851	20.586%
- Director	416,000	0.004%	416,000	0.004%	416,000	0.004%
- Public Shareholders	<u>4,519,494,558</u>	<u>50.764%</u>	<u>4,519,494,558</u>	<u>45.688%</u>	<u>4,519,494,558</u>	<u>45.013%</u>
Total	<u>8,903,098,838</u>	<u>100%</u>	<u>9,892,098,838</u>	<u>100%</u>	<u>10,040,448,838</u>	<u>100%</u>

As of 30 June 2023, 50.76% of the total number of issued Ordinary Shares was held by public Shareholders. Assuming that the issue of all of the 989,000,000 RMB Ordinary Shares under the Proposed RMB Ordinary Share Issue has been approved and all those RMB Ordinary Shares are held by independent third parties, with respect to the total number of Ordinary Shares following the Proposed RMB Ordinary Share Issue (assuming the over-allotment option is not exercised and exercised in full):

- (1) the percentage of RMB Ordinary Shares held by public Shareholders is expected to be 10.00% (assuming the over-allotment option is not exercised) or 11.33% (assuming the over-allotment option is exercised in full);

- (2) the percentage of HKD Ordinary Shares held by public Shareholders is expected to be 45.69% (assuming the over-allotment option is not exercised) or 45.01% (assuming the over-allotment option is exercised in full); and
- (3) the percentage of the total number of issued Ordinary Shares (both RMB Ordinary Shares and HKD Ordinary Shares in aggregate) held by public Shareholders is expected to be 55.69% (assuming the over-allotment option is not exercised) or 56.34% (assuming the over-allotment option is exercised in full).

As of the date of this announcement, the Company has not entered or proposed to enter into any agreement in relation to the subscription for the RMB Ordinary Shares with any connected persons (as defined under the Hong Kong Listing Rules) of the Company.

Equity fund-raising activities during the past 12 months

Other than the Previous PRC Listing Proposal, the Company has not conducted any other fund-raising activities involving the issue of equity securities in the past 12 months prior to the date of this announcement.

Application for listing on the Shenzhen Main Board

An application for the PRC Listing will be made to the Shenzhen Stock Exchange. An application for registration will then be made by the Company to the CSRC following the receipt of the approval from the Shenzhen Stock Exchange. The Directors expect to make a further application to the Shenzhen Stock Exchange for the issuance of the RMB Ordinary Shares and completion of the Proposed RMB Ordinary Share Issue and the PRC Listing after the registration with the CSRC becoming effective.

SHAREHOLDERS' APPROVAL AT THE SECOND EGM

In addition to the Proposed RMB Ordinary Share Issue and all matters incidental thereto, which include, but without limitation to, the Second Specific Mandate, the PRC Listing and the conditional adoption of the Newly Amended and Restated Memorandum, the Newly Amended and Restated Articles and the New Corporate Governance Plans and Policies, the Directors propose to obtain the approval of the Shareholders at the Second EGM on the following:

Proposed authorisation to the Board to exercise full powers to deal with all matters relating to the Proposed RMB Ordinary Share Issue and the PRC Listing

To facilitate the matters in relation to the Proposed RMB Ordinary Share Issue and the PRC Listing, it is proposed that approval will be sought from the Shareholders

at the Second EGM to authorise the Board to exercise full powers to deal with all matters relating to the Proposed RMB Ordinary Share Issue and the PRC Listing. The scope of authorisation includes without limitation:

- (1) In accordance with the relevant laws and regulations as well as views of the regulatory authorities, and considering the prevailing market conditions, to modify, enhance and execute specific implementation of the Proposed RMB Ordinary Share Issue and the PRC Listing, including without limitation:
 - (a) to determine on specific matters including the issue size, method of pricing, the offer price (including the offer price range and the final offer price), time of issuance, method of issuance, method of underwriting, target subscribers, specific implementation plan of the over-allotment option, strategic placing plan (including the proportion and target investors of the placing) and other matters relevant to the implementation of the Proposed RMB Ordinary Share Issue and the PRC Listing;
 - (b) to determine and make necessary adjustment to the plan on specific investment, utilisation of proceeds (including proceeds from the exercise of the over-allotment option where the over-allotment option is exercised) and the scope of use of proceeds as approved by the Shareholders at the Second EGM;
 - (c) to analyse, consider and substantiate the impacts of the Proposed RMB Ordinary Share Issue and the PRC Listing on matters including the Company's immediate financial indicators and the Shareholders' immediate return in accordance with the requirements under relevant laws and regulations and of the relevant regulatory authorities, revise, enhance and implement relevant measures and policies, and exercise full powers in handling other relevant matters;
 - (d) to sign, execute, modify and complete all applications, reports or materials related to the Proposed RMB Ordinary Share Issue and the PRC Listing to be submitted to the relevant domestic and overseas government agencies, securities regulatory authorities and other institutions that are involved in the Proposed RMB Ordinary Share Issue and the PRC Listing;
 - (e) to proceed with relevant procedures including approvals, registration, filing, ratification and consents, issue statements and undertakings relevant to the Proposed RMB Ordinary Share Issue and the PRC Listing and take all actions and deal with all matters as necessary, proper or appropriate to the Proposed RMB Ordinary Share Issue and the PRC Listing;

- (f) to draft, modify, sign, submit, publish, disclose, execute, suspend and terminate any agreements, contracts, announcements, circulars or other documents in connection with the Proposed RMB Ordinary Share Issue and the PRC Listing, including but not limited to letters of intent, the prospectus, sponsorship and underwriting agreements, listing agreements and service contracts with intermediaries;
 - (g) to determine on the selection and establishment of the designated accounts for proceeds of the Proposed RMB Ordinary Share Issue and the PRC Listing and other related matters; and
 - (h) to engage sponsor and underwriter, legal advisers, accounting firms, receiving banks and other intermediaries and determine and pay the fees in connection with the Proposed RMB Ordinary Share Issue and the PRC Listing.
- (2) to adjust and modify the Memorandum and the Articles, policies governing the procedures of meetings, and other corporate governance documents, relevant measures and undertakings as well as other application documents (including without limitation adjustments and modifications to expressions, sections, provisions and conditions of effect therein) that are amended or formulated for the purpose of the Proposed RMB Ordinary Share Issue and the PRC Listing and have been considered and approved at the relevant Board meeting and the Second EGM, in accordance with the changes in the relevant laws, regulations and policies, the requirements and suggestions from the relevant domestic and overseas government agencies and securities regulatory authorities, and the actual circumstances of the Proposed RMB Ordinary Share Issue and the PRC Listing;
- (3) to deal with matters in relation to the PRC Listing;
- (4) to adjust the specific plan of the Proposed RMB Ordinary Share Issue and other relevant matters (including suspension and termination of the implementation of the listing plan) in cases of changes in the laws and regulations, or changes in regulatory policies related to the Proposed RMB Ordinary Share Issue, or changes in the equity market conditions in the PRC, save for such matters that are required to be submitted to and approved by the Shareholders at a general meeting pursuant to the applicable laws, regulations and the Memorandum and the Articles;
- (5) to deal with share registration, settlement and other related procedures in accordance with the actual circumstances of the Proposed RMB Ordinary Share Issue and the PRC Listing;

- (6) to authorise the Board to delegate powers to the Director(s) and/or their authorised persons (individually or collectively) to decide on and deal with matters in connection with the Proposed RMB Ordinary Share Issue and the PRC Listing, and the authorised persons to further delegate powers to other relevant persons (individually or collectively) to deal with matters in connection with the Proposed RMB Ordinary Share Issue and the PRC Listing; and
- (7) to deal with other matters that are considered necessary, proper and appropriate to the Proposed RMB Ordinary Share Issue and the PRC Listing by the Board, provided that such matters are not in contravention of applicable domestic and overseas laws and regulations.

The authorisation shall be valid for 12 months from the date of approval by the Shareholders at the Second EGM.

SECOND EGM AND CLOSURE OF REGISTER OF MEMBERS

Except for the resolution passed at the First EGM on the Directors' power to proceed with the preparation of the PRC Listing and the Previous PRC Listing Proposal, none of the other resolutions passed at the First EGM relating thereto, i.e. resolution nos. 2 to 11, has become effective or otherwise implemented. The Second EGM will therefore be convened on Friday, 13 October 2023 for the purpose of considering and approval the Proposed RMB Ordinary Share Issue (with the latest development and arrangements) and other related arrangements.

The register of members of the Company will be closed from Tuesday, 10 October 2023 to Friday, 13 October 2023 (both days inclusive), during which period no transfer of HKD Ordinary Shares will be registered. In order to determine the entitlement to attend and vote at the Second EGM, all share 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, 9 October 2023.

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, none of the Shareholders or any of their respective associates has any material interests in the Proposed RMB Ordinary Share Issue and therefore, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Second EGM.

The Second Shareholders' Circular on the Second EGM containing, inter alia, detailed information on the matters on which the Shareholders' approval is sought, together with the notice of the Second EGM, will be despatched to the Shareholders on or before 29 September 2023 in full compliance with the requirements under the Hong Kong Listing Rules.

As the Proposed RMB Ordinary Share Issue and all related matters are subject to the approval by the Shareholders at the Second EGM and the necessary Regulatory Approvals, Shareholders and prospective investors of the Company should be aware that there can be no assurance that the Proposed RMB Ordinary Share Issue will be implemented or as to when it may be implemented, and are advised to exercise caution when dealing in the securities of the Company.

Further announcement(s) will be made by the Company for any material update and progress for the Proposed RMB Ordinary Share Issue in accordance with the Hong Kong Listing Rules and other applicable laws and regulations as and when it is appropriate. This announcement is for information purpose only and does not constitute any invitation or offer to acquire, purchase or subscribe for any securities of the Company.

DEFINITIONS USED IN THIS ANNOUNCEMENT

Unless the context requires otherwise, the capitalised terms used in this announcement shall have the following meanings:

“2022 Annual Report”	means the annual report of the Group for the year ended 31 December 2022;
“2023 Interim Results Announcement”	means the announcement of the Company dated 31 July 2023 on the interim results of the Group for the six months ended 30 June 2023;
“Articles”	means the articles of association of the Company, as amended from time to time;
“associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules;
“Board”	means the board of Directors;
“ChiNext Market”	means the ChiNext Market of the Shenzhen Stock Exchange (深圳證券交易所創業板), which is one of the two stock markets operated by the Shenzhen Stock Exchange (深圳證券交易所);

“Company”	means Xinyi Solar Holdings Limited (信義光能控股有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Hong Kong Stock Exchange (stock code: 00968);
“Controlling Shareholders”	refers to Dr. LEE Yin Yee, S.B.S., B.B.S., M.H., Datuk Wira TUNG Ching Bor, <i>D.C.S.M.</i> , Tan Sri Datuk TUNG Ching Sai <i>P.S.M, D.M.S.M, J.P.</i> , Mr. LEE Sing Din, Mr. LI Ching Leung, Mr. LI Ching Wai, Mr. LI Man Yin, Mr. NG Ngan Ho and Mr. SZE Nang Sze, together with their respective associates;
“CSDC”	means the China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司);
“CSRC”	means the China Securities Regulatory Commission (中國證券監督管理委員會);
“Director(s)”	refers to the director(s) of the Company;
“First EGM”	means the extraordinary general meeting of the Company held on 25 November 2022 at which the Shareholders considered and granted approval of, amongst others, the Previous PRC Listing Proposal;
“Group”	means the Company and its subsidiaries;
“HKD” or “HK\$”	means Hong Kong dollar(s), the lawful currency of Hong Kong;
“HKD Ordinary Shares”	means the Company’s ordinary shares in issue currently traded in HKD and listed on the Hong Kong Main Board;
“Hong Kong”	means The Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Listing Rules”	refers to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Main Board”	refers to the Main Board of the Hong Kong Stock Exchange;

“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Memorandum”	means the memorandum of association of the Company, as amended from time to time;
“Newly Amended and Restated Articles”	means the amended and restated Articles incorporating the Proposed Amendments;
“Newly Amended and Restated Memorandum”	means the amended and restated Memorandum incorporating the Proposed Amendments;
“New Corporate Governance Plans and Policies”	means the 26 plans and policies proposed to be adopted by the Company following the approval of the Shareholders at the Second EGM (if appropriate) for the purpose of the Proposed RMB Ordinary Share Issue and the PRC Listing;
“Ordinary Shares”	means the ordinary shares of the Company with par value of HK\$0.1 each which include the HKD Ordinary Shares and the RMB Ordinary Shares (if they are approved by the Shareholders at the Second EGM);
“PRC”	means the People’s Republic of China, which for the sole purpose of this announcement, excludes Hong Kong, The Macau Administrative Region of the People’s Republic of China and Taiwan;
“PRC Listing”	refers to the proposed listing of the RMB Ordinary Shares on the Shenzhen Main Board;
“Previous PRC Listing Proposal”	means the proposed listing of the RMB Ordinary Shares on the ChiNext Market approved by the Shareholders at the First EGM;
“Previous RMB Ordinary Share Announcements”	means the announcements of the Company dated 1 August 2022 and 20 October 2022, respectively;
“Previous RMB Ordinary Share Circular”	means the circular of the Company dated 2 November 2022;
“Proposed Amendments”	refers to the amendments required to be made to the Memorandum and the Articles for the purpose of facilitating the Proposed RMB Ordinary Share Issue and the PRC Listing;

“Proposed RMB Ordinary Share Issue”	means the proposed issue of the RMB Ordinary Shares by the Company;
“Regulatory Approvals”	refers to the approvals, decisions or waivers from the relevant regulatory authorities and governmental departments in the PRC and Hong Kong (including, but not limited to, the Hong Kong Stock Exchange, the Shenzhen Stock Exchange, CSRC and CSDC);
“RMB”	refers to Renminbi, the lawful currency of the PRC;
“RMB Ordinary Shares”	means the ordinary shares of the Company, which would be offered for subscription by members of the public in the PRC;
“Second EGM”	means the extraordinary general meeting of the Company to be held on Friday, 13 October 2023 at 9:30 a.m., or any adjournment thereof, for consideration and approval (if appropriate) by the Shareholders of the Proposed Amendments, the Second Specific Mandate, the Proposed RMB Ordinary Share Issue and other matters relating to the Proposed RMB Ordinary Share Issue and the PRC Listing;
“Second Shareholders’ Circular”	means the second shareholders’ circular to be despatched to the Shareholders containing, inter alia, detailed information on the Proposed Amendments, the Proposed RMB Ordinary Share Issue, the PRC Listing and the New Corporate Governance Plans and Policies;
“Second Specific Mandate”	means a specific mandate to be sought from the Shareholders at the Second EGM to allot and issue such number of the RMB Ordinary Shares as proposed by the Board;
“Shareholders”	means the shareholders of the Company;
“Shenzhen Main Board”	means the main board of the Shenzhen Stock Exchange (深圳證券交易所主板), which is one of the two stock markets operated by the Shenzhen Stock Exchange (深圳證券交易所);

“Shenzhen Stock Exchange”	means the Shenzhen Stock Exchange (深圳證券交易所) in the PRC;
“Sponsor”	refers to Guotai Junan Securities Co., Limited;
“Xinyi Glass”	means Xinyi Glass Holdings Limited (信義玻璃控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Hong Kong Main Board (stock code: 00868); and
“%”	means per cent or percentage.

By order of the Board
Xinyi Solar Holdings Limited
Dr. LEE Yin Yee, S.B.S., B.B.S., M.H.
Chairman

Hong Kong, 13 September 2023

As of the date of this announcement, the Board comprises four executive Directors, namely Mr. LEE Shing Put, B.B.S. (Vice Chairman), Mr. LEE Yau Ching, Mr. LI Man Yin and Mr. CHU Charn Fai, two non-executive Directors, namely Dr. LEE Yin Yee, S.B.S., B.B.S., M.H. (Chairman) and Tan Sri Datuk TUNG Ching Sai P.S.M, D.M.S.M, J.P. (Vice Chairman), and three independent non-executive Directors, namely Mr. LO Wan Sing, Vincent, Mr. KAN E-ting, Martin and Ms. LEONG Chong Peng.

This announcement will be published on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company at www.xinyisolar.com.