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INSIDE INFORMATION RELATING TO
(1) PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER;
(2) SALE OF EXISTING SHARES BY CONTROLLING SHAREHOLDER; AND
(3) TRANSFER OF CONVERTIBLE BONDS BY BONDHOLDER

This announcement is made by Xinming China Holdings Limited pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules).

PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

On 16 January 2025, the Company was informed by the Receivers that on 8 January 2025 (after trading hours), the Vendor (acting by the Receivers as its attorney without personal liability pursuant to the powers granted under the Share Charge), the Receivers and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent place an aggregate of 752,137,800 Placing Shares held by the Vendor (representing approximately 40.04% of the entire issued share capital of the Company as of 8 January 2025) to the Placees at the Placing Price.

On 16 January 2025, the Company was informed by the Receivers that on 13 January 2025, the Placing Agent successfully placed all the 752,137,800 Placing Shares at the Placing Price of HK\$0.011 per Placing Share to the respective Placees. The 752,137,800 Placing Shares placed under the Placing represents approximately 40.04% of the entire issued share capital of the Company as at the date of this announcement.

SALE OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

On 16 January 2025, the Company was informed by the Receivers that on 8

January 2025 (after trading hours), the Vendor (acting by the Receivers as its attorney without personal liability pursuant to the powers granted under the Share Charge), the Receivers and the Share Purchaser entered into the Share Sale Agreement pursuant to which, the Vendor (acting by the Receivers as its attorney without personal liability pursuant to the powers granted under the Share Charge) agreed to sell and the Share Purchaser agreed to purchase an aggregate of 187,862,200 Sale Shares (representing 10.00% of the entire issued share capital of the Company as of 8 January 2025) at the total consideration of HK\$1,983,700.

The Company was further informed by the Receivers that completion of the Share Sale took place on 16 January 2025.

After the Share Sale, the Share Purchaser, Motivational Mathematics, held an aggregate of 187,862,200 Shares, representing 10.00% of the existing issued share capital of the Company and has become a substantial shareholder of the Company.

TRANSFER OF CONVERTIBLE BONDS BY BONDHOLDER

On 16 January 2025, the Company was informed by Chance Talent that on 15 January 2025, the CB Sellers transferred the Convertible Bonds, free from all encumbrances, together with all rights and entitlements attaching to them, to the CB Purchaser, Motivational Mathematics, at the total consideration of HK\$31.5 million.

After the Share Sale and the CB Sale and as at the date of this announcement, Motivational Mathematics held an aggregate of 187,862,200 Shares, representing 10.00% of the existing issued share capital of the Company and upon full exercise of the conversion rights attaching to the Convertible Bonds, Motivational Mathematics will be interested in 403,689,538 Shares, representing approximately 19.27% of the enlarged issued share capital of the Company.

EFFECTS OF THE SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to completion of the Placing Agreement and the Share Sale Agreement, the Vendor held an aggregate of 964,330,000 Shares, representing approximately 51.33% of the existing issued share capital of the Company. After the Placing and the Share Sale and as at the date of this announcement, the Vendor held an aggregate of 24,330,000 Shares, representing approximately 1.30% of the existing issued share capital of the Company.

As at the date of this announcement, none of the conversion rights attaching to the Convertible Bonds has been exercised by its holder and therefore none of the Convertible Bonds has been converted into the Shares.

The table below sets out, for the purpose of illustration only, the shareholding structure of the Company (i) immediately prior to the completion of the Placing,

the Share Sale and the CB Sale; (ii) as at the date of this announcement and immediately after completion of the Placing, the Share Sale and the CB Sale; and (iii) immediately after the completion of the Placing, the Share Sale and the CB Sale and upon full exercise of the conversion rights attaching to the Convertible Bonds:

Shareholders	Immediately prior to the completion of the Placing, the Share Sale and the CB Sale		As at the date of this announcement and immediately after completion of the Placing, the Share Sale and the CB Sale		Immediately after completion of the Placing, the Share Sale and the CB Sale and upon full exercise of the conversion rights attaching to the Convertible Bonds	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Xinxing Company Limited (Note 1)	776,467,800	41.3	24,330,000	1.3	24,330,000	1.2
Ho Kwok Leung Glen and Lai Kar Yan (Note 2)	187,862,200	10.0	-	-	-	-
Motivational Mathematics	-	-	187,862,200	10.0	403,689,538	19.3
Public Shareholders						
Placees	-	-	752,137,800	40.0	752,137,800	35.9
Other public Shareholders	914,292,000	48.7	914,292,000	48.7	914,292,000	43.6
Total	1,878,622,000	100.0	1,878,622,000	100.0	2,094,449,338	100.0

Notes:

1. Xinxing Company Limited is a company wholly owned by Mr. Chen. Accordingly, Mr. Chen and Ms. Gao Qiaoqin (non-executive Director and the spouse of Mr. Chen) are deemed to be interested in the shares in which Xinxing Company Limited is interested by virtue of the SFO. Immediately prior to the completion of the Placing, the Share Sale and the CB Sale, of the Shares held by Xinxing Company Limited, 752,137,800 Shares had been charged in favour of Chance Talent. Together with the 187,862,200 Shares held by the Receivers, namely Messrs. Lai Kar Yan and Ho Kwok Leung Glen (see note 2 below) that had been charged to Chance Talent, Chance Talent was deemed to be interested in 940,000,000 Shares (representing approximately 50.04% of the issued share capital of the Company as at the date of this announcement).
2. On 11 February 2021, the Receivers, namely, Messrs. Lai Kar Yan and Ho Kwok Leung Glen, withdrew 187,862,200 Shares that had been charged to Chance Talent from CCASS and registered such 187,862,200 Shares in their name. As such, the Shares held by Xinxing Company Limited that had been charged to Chance Talent decreased from 940,000,000 Shares to 752,137,800 Shares (representing approximately 40.04% of the total issued share capital of the Company as at the date of this announcement).
3. The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

The Company does not expect that the Placing, the Share Sale and the CB Sale will have any adverse effect on the operations of the Company and its subsidiaries.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

Unless otherwise stated or the context requires otherwise, the terms in this announcement shall have the following meanings:

“Advance Day”	Advance Day Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and an indirectly and wholly-owned subsidiary of CCB
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CB Sellers”	Advance Day and Chance Talent
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCB”	China Construction Bank Corporation, a joint stock company incorporated in the PRC with limited liability, the issued H shares of which are listed on the Stock Exchange (stock code: 939)
“Chance Talent”	Chance Talent Management Limited, a company incorporated in the British Virgin Islands with limited liability and an indirectly and wholly-owned subsidiary of CCB
“Company”	Xinming China Holdings Limited (新明中國控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2699)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Convertible Bonds”	the convertible bonds in the principal amount of HK\$300 million issued by the Company on 1 June 2018 entitling the holder to convert into 215,827,338 new Shares at the conversion price of HK\$1.39 per Share upon the exercise of the convertible right attached thereto in full

“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Motivational Mathematics” or “CB Purchaser” or “Share Purchaser”	Motivational Mathematics Limited, a company incorporated in the British Virgin Islands with limited liability
“Mr. Chen”	Mr. Chen Chengshou, an executive Director, Chairman and Chief Executive Officer of the Company
“Placee(s)”	means the purchaser(s) of the Placing Shares pursuant to the Placing
“Placing”	the placing of the Placing Shares by or on behalf of the Placing Agent to the Placee(s) on the terms and subject to the conditions pursuant to the Placing Agreement
“Placing Agent”	Innovax Securities Limited, a corporation licensed under the SFO to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities as defined under the SFO
“Placing Agreement”	the placing agreement dated 8 January 2025 entered into between the Vendor (acting by the Receivers as its attorney without personal liability pursuant to the powers granted under the Share Charge), the Receivers and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.011 per Placing Share
“Placing Share(s)”	752,137,800 Shares placed subject to the terms and conditions set out in the Placing Agreement
“PRC”	the People’s Republic of China, and for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Receivers”	Mr. Lai Kar Yan (Derek) and Mr. Ho Kwok Leung Glen of Deloitte Touche Tohmatsu whom were appointed by Chance Talent as joint and several receivers over the Placing Shares and the Sale Shares
“Sale Shares”	187,862,200 existing Shares sold by the Vendor (act by the Receivers as its attorney without personal liability pursuant to the powers granted under the Share Charge) and purchased by the Shares Purchaser subject to the terms and conditions set out in the Share Sale Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Sale”	the sale of the Sale Shares by the Vendor (act by the Receivers as its attorney without personal liability pursuant to the powers granted under the Share Charge) to the Share Purchaser on the terms and subject to the conditions pursuant to the Share Sale Agreement
“Share Sale Agreement”	the sale and purchase agreement dated 8 January 2025 entered into between the Vendor (act by the Receivers as its attorney without personal liability pursuant to the powers granted under the Share Charge), the Receivers and the Share Purchaser in relation to the Share Sale
“Share Charge”	the share charge dated 1 June 2018 entered into between the Vendor as chargor and Chance Talent Management Limited as chargee over the Placing Shares and the Sale Shares
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Vendor”	Xinxing Company Limited, a company in the British Virgin Islands with limited liability and wholly owned by Mr. Chen
“%”	per cent.

By order of the Board
Xinming China Holdings Limited
Cao Zhiqiang
Executive Director

Hong Kong, 16 January 2025

As at the date of this announcement, the executive Directors are Mr. Chen Chengshou, Mr. Feng Cizhao, Mr. Cao Zhiqiang and Mr. Zhou Fenli; the non-executive Directors are Ms. Gao Qiaoqin, Mr. Choi Clifford Wai Hong and Mr. Zhou Zhencun; and the independent non-executive Directors are Mr. Khor Khie Liem Alex, Mr. Chiu Kung Chak, Mr. Lau Wai Leung, Alfred, Ms. Huang Chunlian and Ms. Lee Yin Man.