

Date: 25 February 2025

XINMING CHINA HOLDINGS LIMITED

Unit D, 7/F
Kee Shing Centre
74-76 Kimberley Road
Tsim Sha Tsui, Kowloon
Hong Kong

Attention: Board of Directors

Dear Sirs,

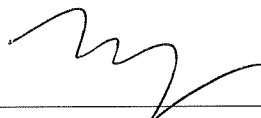
**PROPOSED RIGHTS ISSUE ON THE BASIS OF FOUR (4)
RIGHTS SHARES FOR EVERY ONE (1) ADJUSTED SHARE HELD
AT THE CLOSE OF BUSINESS ON RECORD DATE
ON A NON-UNDERWRITTEN BASIS**

We refer to the circular (the “**Circular**”) of Xinming China Holdings Limited (the “**Company**”) dated 25 February 2025 in relation to the captioned matter. Unless otherwise defined, capitalized terms used in this letter shall have the same meanings as those defined in the Circular.

We hereby give our consent, and hereby confirm that:

- (1) As at the Latest Practicable Date, we have given and have not withdrawn our written consent to the issue of the Circular with the inclusion therein of our letter from Ample Capital (the “**IFA Letter**”) dated 25 February 2025 and references to our name and the IFA Letter in the form and context in which they respectively appear.
- (2) As at the Latest Practicable Date, we did not have any shareholding, directly or indirectly, in the Company or any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares in any member of the Group, nor did it have any interest, direct or indirect, in any assets which had, since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Group were made up), been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

Yours faithfully,
for and on behalf of
Ample Capital Limited



Tommy Mak
Vice President



K.Y. Law
Vice President