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新明中国控股

XINMING CHINA

Xinming China Holdings Limited

新明中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2699)

**CLARIFICATION ANNOUNCEMENT IN RELATION TO
(1) PROPOSED CAPITAL REORGANISATION;
(2) PROPOSED RIGHTS ISSUE ON THE BASIS OF FOUR (4)
RIGHTS SHARE FOR EVERY ONE (1) ADJUSTED SHARE HELD
AT THE CLOSE OF BUSINESS ON THE RECORD DATE
ON A NON-UNDERWRITTEN BASIS; AND
(3) REVISED PROXY FORM**

Reference is made to (a) the circular of Xinming China Holdings Limited (the “**Company**”) dated 25 February 2025 in relation to, among other things, (i) the proposed Capital Reorganisation, (ii) the proposed Rights Issue on the basis of four (4) Rights Share for every one (1) Adjusted Share held at the close of business on the Record Date on a non-underwritten basis (the “**Circular**”); and (b) the proxy form of the Company dated 25 February 2025 (the “**Original Proxy Form**”). Unless the context otherwise required, capitalised terms used herein shall have the same meanings as defined in the Circular and the Original Proxy Form.

The Company would like to clarify that:

- (i) the date in the expected timetable in relation to “Latest time for lodging proxy forms for the EGM” as disclosed on page ii of the Circular shall be amended as follows (with amendments underlined):

“Latest time for lodging proxy forms for the EGM 11:00 a.m. on
Tuesday, 11 March 2025”

- (ii) the paragraph in relation to “Latest time for lodging proxy forms for the EGM” as disclosed on page 36 of the circular shall be amended as follows (with amendments underlined):

“A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the meeting in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, **Tricor Investor Services Limited**, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed (i.e. by 11:00 a.m. on **Tuesday 11 March 2025**) for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.”

- (iii) note h as disclosed on the Original Proxy Form shall be amended as follows (with amendments underlined):

“**Any alteration made to this form should be initialled by the person who signs the form.** For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Friday, 7 March 2025 to Thursday, 13 March 2025 (both days inclusive), during which period no transfer of the Shares will be effected. The holders of shares whose names appear on the register of members of the company on Thursday, 13 March 2025 will be entitled to attend and vote at the extraordinary general meeting of the Company. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar at the above address by no later than **4:30 p.m. on Thursday, 6 March 2025.**”

For this reason, a revised form of proxy (the “**Revised Proxy Form**”) has been published on the websites of the Stock Exchange and the Company on 26 February 2025, and will be despatched to the Shareholders on or before 28 February 2025.

This clarification announcement is supplemental to and should be read in conjunction with the Circular and the Original Proxy Form. Save as disclosed above, the Board confirms that the above clarification does not affect the other information contained in the Circular and the Original Proxy Form and the contents of the Circular and the Original Proxy Form remain unchanged.

Shareholders who have not completed and returned the Original Proxy Form and wish to appoint proxies to attend the EGM are required to complete and return the Revised Proxy Form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, to the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Under such circumstances, the Shareholders should use the Revised Proxy Form and should not return the Original Proxy Form.

Shareholders who have duly completed and returned the Original Proxy Form should note the following:

- (a) if the Revised Proxy Form is not correctly completed and returned not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be), and the Original Proxy Form has been correctly completed and returned not less than 48 hours before the time appointed for holding the EGM, then the Original Proxy Form will be treated as the valid proxy form returned by the Shareholder; and
- (b) if the Revised Proxy Form is correctly completed and returned not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be), then the Revised Proxy Form shall supersede and replace the Original Proxy Form previously returned by the Shareholder, and will be treated as the valid proxy form returned by the Shareholder.

Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not prejudice the Shareholders from attending and voting at the EGM in person or at any adjournment thereof (as the case may be) should they so wish and, in such event, the instrument appointed a proxy shall be deemed to be revoked.

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

Hong Kong, 26 February 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 and Mr. Zhou Zhencun; and the independent non-executive Directors are Mr. Khor Khie Liem Alex, Mr. Chiu Kung Chak, Ms. Huang Chunlian and Ms. Lee Yin Man.