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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)

PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made 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**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Xinming China Holdings Limited (the “**Company**”) proposes certain amendments (the “**Proposed Amendments**”) to the current memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) in order to (i) enhance flexibility to the Company in relation to the conduct of general meetings (including providing or updating regulations in respect of conducting shareholders’ meetings by way of hybrid meetings or electronic meetings) and the adoption of electronic communication and electronic signature, etc.; (ii) bring the Memorandum and Articles of Association in line with, among others, the relevant amendments made to the Listing Rules in relation to the core shareholder protection standards, the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers which came into effect on 31 December 2023, and applicable laws of the Cayman Islands; and (iii) incorporate certain housekeeping amendments to the Memorandum and Articles of Association. In view of this, the Board also proposes for the Company to adopt the second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles of Association**”), which incorporates and consolidates all the Proposed Amendments, in substitution for and to the exclusion of the Memorandum and Articles of Association.

The adoption of the Second Amended and Restated Memorandum and Articles of Association is subject to the approval by the shareholders by way of a special resolution at the annual general meeting of the Company for the year ended 31 December 2023 (“**2023 AGM**”), which is currently scheduled to be held on Monday, 14 April 2025 at 11:00 a.m., and will become effective upon the approval by the shareholders at the 2023 AGM.

A circular containing, among other things, details of the Proposed Amendments brought about by the adoption of the Second Amended and Restated Memorandum and Articles of Association, together with a notice convening the 2023 AGM, will be despatched to the shareholders in due course.

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

Hong Kong, 12 March 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.