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POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 13 MARCH 2025

References are made to (a) the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) of Xinming China Holdings Limited (the “**Company**”) both 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; and (b) the clarification announcement dated 26 February 2025. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the proposed resolutions as set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on 13 March 2025.

The Board is pleased to announce the poll results in respect of the resolutions proposed at the EGM held on 13 March 2025 (the “**Resolutions**”) as follows:

Special Resolution ^{Note}		Number of Votes (%)	
		For	Against
1.	To approve the proposed Capital Reorganisation as set out in the EGM Notice	545,173,600 (100%)	0 (0%)
Ordinary Resolution ^{Note}		Number of Votes (%)	
		For	Against
2.	To approve the proposed Rights Issue, the Placing Agreement and the transactions contemplated thereunder as set out in the EGM Notice	545,173,600 (100%)	0 (0%)

Note: Full text of the Resolutions is set out in the EGM Notice

As more than 75% of the votes were cast in favour of special resolution 1, the special resolution 1 was duly passed by way of poll as special resolution of the Company. As more than 50% of the votes were cast in favour of ordinary resolution 2, ordinary resolution 2 was duly passed by way of poll as ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares of the Company was 1,878,622,000 Shares.

No Shareholder is required to abstain from voting in respect of the Capital Reorganisation at the EGM.

In accordance with Rule 7.19A(1) and Rule 7.27A(1) of the Listing Rules, as the Rights Issue will increase the total number of issued Shares of the Company by more than 50% within 12 months period immediately preceding the date of the announcement of the Rights Issue, the Rights Issue is conditional upon the Shareholders’ approval at the EGM, and any controlling shareholders of the Company and their associates, or where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) in relation to the Rights Issue at the EGM.

As at the date of the EGM, since the Company does not have any controlling shareholders. (i) Mr. Chen, an executive Director, Chairman and the Chief Executive Officer of the Company, who is interested in the 24,330,000 Shares beneficially owned by Xinxing Company Limited, a company wholly owned by Mr. Chen, representing approximately 1.3% of the total issued Shares; and (ii) Ms. Gao (the spouse of Mr. Chen), a non-executive Director, who is also deemed to be interested in the 24,330,000 Shares beneficially owned by Xinxing Company Limited by virtue of the SFO, has abstained from voting in favour of the resolutions approving

the Rights Issue and the transactions contemplated thereunder in accordance with Rule 7.27A(1) of the Listing Rules at the EGM. As at the date of the EGM, save for Mr. Chen and Ms. Gao, to the best of the Directors' knowledge, information and belief, no Shareholders were required under the GEM Listing Rules to abstain from voting in favour of the Resolution at the EGM as set out in Rule 7.27A of the Listing Rules.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote taking at the EGM.

Mr. Cao Zhiqiang and Mr. Zhou Fenli, being executive Directors and Ms. Huang Chunlian and Ms. Lee Yin Man, being independent non-executive Directors attended the EGM either in person or by electronic means.

UPDATE ON THE CAPITAL REORGANISATION

Subsequent to the passing of the special resolution, the Capital Reorganisation is still subject to certain conditions as set out in the paragraph headed "Letter from the Board – (I) Proposed Capital Reorganisation – Conditions of the Capital Reorganisation" in the Circular. The legal advisers to the Company (as to the Cayman Islands law) will apply to the Court for hearing date(s) to confirm the Capital Reorganisation (if applicable), and further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Capital Reorganisation as and when appropriate.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHT BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS

The Rights Issue will proceed in accordance with the expected timetable as set out in the Circular.

Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-right basis is Monday, 14 April 2025. The Shares will be dealt with on an ex-right basis from Tuesday, 15 April 2025. The Prospectus Documents will be despatched to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, the Prospectus for information only) on Monday, 28 April 2025.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES

The Rights Issue is subject to the fulfilment of conditions including the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any Shareholder or other person dealing in Shares and/or the nil-paid Rights Shares up to the date on which all the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

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

Hong Kong, 13 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.