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)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR OF 2022

NOTICE IS HEREBY GIVEN THAT the annual general meeting for the year of 2022 (the "**2022 AGM**") of Xinming China Holdings Limited (the "**Company**") will be held at Unit D, 7/F, Kee Shing Centre, 74–76 Kimberley Road, Tsim Sha Tsui, Hong Kong on Monday, 14 April 2025 at 10:30 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. As special business, to resolve, ratify and confirm the 2022 AGM as the annual general meeting of the Company for the year ended 31 December 2022.

2. To receive and consider the audited consolidated financial statements and the reports of the directors (the "**Directors**") and the auditor (the "**Auditor**") of the Company for the year ended 31 December 2022.

3. To re-elect directors of the Company and to authorise the board of Directors to fix the remuneration of the Directors (each as a separate resolution):

   (a) to re-elect Mr. Feng Cizhao as an executive Director;

   (b) to re-elect Mr. Cao Zhiqiang as an executive Director;

   (c) to re-elect Mr. Zhou Fenli as an executive Director;

   (d) to re-elect Ms. Gao Qiaoqin as a non-executive Director;

(e) to re-elect Mr. Zhou Zhencun as a non-executive Director;

(f) to re-elect Mr. Khor Khie Liem Alex as an independent non-executive Director;

(g) to re-elect Mr. Chiu Kung Chak as an independent non-executive Director;

(h) to re-elect Ms. Huang Chunlian as an independent non-executive Director; and

(i) to re-elect Ms. Lee Yin Man as an independent non-executive Director.

4. To ratify the appointment of Global Link CPA Limited ("**Global Link**") as the Company's auditors for the year ended 31 December 2022 and ratify the auditors' remunerations that have been fixed by the board of Directors.

5. To re-appoint Global Link as the Company's auditors and to authorise the board of Directors to fix their remuneration.

by Order of the Board
Xinming China Holdings Limited
Chen Chengshou
Chairman and Chief Executive Officer

Hong Kong, 21 March 2025

Notes:

1. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the circular of the Company dated 21 March 2025.

2. Any shareholder of the Company entitled to attend and vote at the 2022 AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the 2022 AGM. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either a shareholder who is an individual or a shareholder which is a corporation shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise. On a poll, votes may be given either personally or by proxy.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

4. To be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the 2022 AGM or adjourned meeting at which the person named in the instrument proposes to vote.

5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the 2022 AGM or any adjournment thereof in cases where the 2022 AGM was originally held within 12 months from such date.

6. Completion and delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the 2022 AGM if the shareholder so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

7. Where there are joint holders of any share, any one of such joint holder may vote either in person or by proxy in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the 2022 AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

8. The register of shareholders of the Company will be closed from Wednesday, 9 April 2025 to Monday, 14 April 2025 (both dates inclusive) during which period no transfer of shares will be registered. In order to attend and vote at the 2022 AGM, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 8 April 2025.

9. Please refer to Appendix II to the circular of the Company dated 21 March 2025 for the details of the retiring Directors subject to re-election at the 2022 AGM.

10. A form of proxy for use at the 2022 AGM is enclosed.

11. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the 2022 AGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.xinm.com.cn and the Hong Kong Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, 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.