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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)

**(1) POLL RESULTS OF THE 2022 AND 2023 ANNUAL GENERAL
MEETINGS HELD ON 14 APRIL 2025;
(2) RETIREMENT OF DIRECTORS;
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND
(4) AMENDMENTS TO THE ARTICLES OF ASSOCIATIONS**

References are made to the circular (the “**Circular**”) and the notices convening the 2022 AGM and the 2023 AGM held on 14 April 2025 (collectively the “**AGMs**”) of Xinming China Holdings Limited (the “**Company**”) dated 21 March 2025. Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE 2022 AGM

The Board announces that resolutions numbered 1, 2, 3(b), 3(h), 3(i), 4 and 5 as set out in the 2022 AGM Notice (the “**Resolutions**” and each a “**Resolution**”) were duly passed by the Shareholders by way of poll as ordinary resolutions at the 2022 AGM held on Monday, 14 April 2025. The other Resolutions were not passed by the Shareholders.

The poll results of the Resolutions proposed at the 2022 AGM were as follows:

Ordinary Resolutions ^(Note 1)		Number of votes (%) ^(Note 2)	
		For	Against
1.	As special business, to resolve, ratify and confirm the Annual General Meeting as the annual general meeting of the Company for the year ended 31 December 2022.	588,193,800 (99.97%)	190,000 (0.03%)
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.	588,193,800 (99.97%)	190,000 (0.03%)
3.	(a) To re-elect Mr. Feng Cizhao as an executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(b) To re-elect Mr. Cao Zhiqiang as an executive Director;	588,193,800 (99.97%)	190,000 (0.03%)
	(c) To re-elect Mr. Zhou Fenli as an executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(d) To re-elect Ms. Gao Qiaoqin as a non-executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(e) To re-elect Mr. Zhou Zhencun as a non-executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(f) To re-elect Mr. Khor Khie Liem Alex as an independent non-executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(g) To re-elect Mr. Chiu Kung Chak as an independent non-executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(h) To re-elect Ms. Huang Chunlian as an independent non-executive Director; and	588,193,800 (99.97%)	190,000 (0.03%)
	(i) To re-elect Ms. Lee Yin Man as an independent non-executive Director.	588,193,800 (99.97%)	190,000 (0.03%)

Ordinary Resolutions ^(Note 1)		Number of votes (%) ^(Note 2)	
		For	Against
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.	588,193,800 (99.97%)	190,000 (0.03%)
5.	To re-appoint Global Link as the Company’s Auditors and to authorise the board of Directors to fix their remuneration.	588,193,800 (99.97%)	190,000 (0.03%)

Notes:

1. For the full text of the Resolutions, please refer to the 2022 AGM Notice as contained in the Circular.
2. The number of votes and the percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the AGM in person, by authorized representative or by proxy.

As more than 50% of the total valid votes were cast in favour of each of the Resolutions numbered 1, 2, 3(b), 3(h), 3(i), 4 and 5, the said proposed Resolutions were duly passed by way of poll as ordinary resolutions of the Company. As less than 50% of the total valid votes were cast in favour of each of the Resolutions numbered 3(a), 3(c), 3(d), 3(e), 3(f) and 3(g), the said proposed Resolutions were not passed by way of poll as ordinary resolutions of the Company.

As at the date of the 2022 AGM, there were 1,878,622,000 Shares in issue entitling the Shareholders to attend and vote for or against on any of the Resolutions at the 2022 AGM. The Shareholders and authorised proxies holding an aggregate of 588,383,800 Shares have voted at the 2022 AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the 2022 AGM pursuant to Rule 13.40 of the Listing Rules.

None of the Shareholders was required under the Listing Rules to abstain from voting on the Resolutions at the 2022 AGM. None of the Shareholders had indicated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the 2022 AGM.

The following Directors, namely, Mr. Zhou Fenli, Mr. Cao Zhiqiang, Mr. Zhou Zhencun, Ms. Huang Chunlian and Ms. Lee Yin Man, attended the 2022 AGM in person/by electronic means. Mr. Chen Chengshou, Mr. Feng Cizhao (“**Mr. Feng**”), Ms. Gao Qiaolin (“**Ms. Gao**”), Mr. Khor Khie Liem Alex (“**Mr. Khor**”), Ms. Chan Wai Yan and Mr. Chiu Kung Chak (“**Mr. Chiu**”) were unable to attend the 2022 AGM due to other business commitments.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the 2022 AGM.

POLL RESULTS OF THE 2023 AGM

The Board announces that the ordinary resolutions numbered 1, 2, 3(b), 3(h), 3(i), 4, 5, 6, 7 and 8 and the special resolution numbered 9 as set out in the 2023 AGM Notice were duly passed by the Shareholders by way of poll at the 2023 AGM held on Monday, 14 April 2025. The other Resolutions were not passed by the Shareholders.

The poll results of the Resolutions proposed at the 2023 AGM were as follows:

Ordinary Resolutions ^(Note 1)		Number of votes (%) ^(Note 2)	
		For	Against
1.	As special business, to resolve, ratify and confirm the Annual General Meeting as the annual general meeting of the Company for the year ended 31 December 2023.	588,193,800 (99.97%)	190,000 (0.03%)
2.	To receive and consider the audited consolidated financial statements and the reports of the Directors and the Auditor of the Company for the year ended 31 December 2023.	588,193,800 (99.97%)	190,000 (0.03%)
3.	(a) To re-elect Mr. Feng as an executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(b) To re-elect Mr. Cao Zhiqiang as an executive Director;	588,193,800 (99.97%)	190,000 (0.03%)
	(c) To re-elect Mr. Zhou Fenli as an executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(d) To re-elect Ms. Gao as a non-executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(e) To re-elect Mr. Zhou Zhencun as a non-executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(f) To re-elect Mr. Khor as an independent non-executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(g) To re-elect Mr. Chiu as an independent non-executive Director;	3,600 (0.01%)	588,380,200 (99.99%)
	(h) To re-elect Ms. Huang Chunlian as an independent non-executive Director; and	588,193,800 (99.97%)	190,000 (0.03%)
	(i) To re-elect Ms. Lee Yin Man as an independent non-executive Director.	588,193,800 (99.97%)	190,000 (0.03%)

Ordinary Resolutions ^(Note 1)		Number of votes (%) ^(Note 2)	
		For	Against
4.	To ratify the appointment of Global Link as the Company's Auditors for the year ended 31 December 2023 and ratify the Auditors' remunerations that have been fixed by the board of Directors.	588,193,800 (99.97%)	190,000 (0.03%)
5.	To re-appoint Global Link as the Company's Auditors and to authorise the board of Directors to fix their remuneration.	588,193,800 (99.97%)	190,000 (0.03%)
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued shares of the Company (Ordinary Resolution No. 6 set out in the notice of Annual General Meeting).	588,193,800 (99.97%)	190,000 (0.03%)
7.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent of the issued shares of the Company (Ordinary Resolution No. 7 set out in the notice of Annual General Meeting).	588,193,800 (99.97%)	190,000 (0.03%)
8.	To extend the general mandate to the Directors to allot, issue and deal with additional shares of the Company by addition thereto of an amount representing the total number of shares repurchased by the Company (Ordinary Resolution No. 8 set out in the notice of Annual General Meeting).	588,193,800 (99.97%)	190,000 (0.03%)
Special Resolution ^(Note 1)		Number of votes (%) ^(Note 2)	
		For	Against
9.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company.	588,193,800 (99.97%)	190,000 (0.03%)

Notes:

1. For the full text of the Resolutions, please refer to the 2023 AGM Notice as contained in the Circular.
2. The number of votes and the percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the AGM in person, by authorized representative or by proxy.

As more than 50% of the total valid votes were cast in favour of each of the Resolutions numbered 1, 2, 3(b), 3(h), 3(i), 4, 5, 6, 7 and 8, the said proposed Resolutions were duly passed by way of poll as ordinary resolutions of the Company. As more than 75% of the total valid votes were cast in favour of the Resolution numbered 9, such Resolution was duly passed by way of poll as special resolution of the Company. As less than 50% of the total valid votes were cast in favour of each of the Resolutions numbered 3(a), 3(c), 3(d), 3(e), 3(f) and 3(g), the said proposed Resolutions were not passed by way of poll as ordinary resolutions of the Company.

As at the date of the 2023 AGM, there were 1,878,622,000 Shares in issue entitling the Shareholders to attend and vote for or against on any of the Resolutions at the 2023 AGM. The Shareholders and authorised proxies holding an aggregate of 588,383,800 Shares have voted at the 2023 AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the 2023 AGM pursuant to Rule 13.40 of the Listing Rules.

None of the Shareholders was required under the Listing Rules to abstain from voting on the Resolutions at the 2023 AGM. None of the Shareholders had indicated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the 2023 AGM.

The following Directors, namely, Mr. Zhou Fenli, Mr. Cao Zhiqiang, Mr. Zhou Zhencun, Ms. Huang Chunlian and Ms. Lee Yin Man, attended the 2023 AGM in person/by electronic means. Mr. Chen Chengshou, Mr. Feng, Ms. Gao, Ms. Chan Wai Yan and Mr. Chiu were unable to attend the 2023 AGM due to other business commitments.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the 2023 AGM.

RETIREMENT OF DIRECTORS

As the Resolutions numbered 3(a), 3(c), 3(d), 3(e), 3(f) and 3(g) were not passed by way of poll as ordinary resolutions of the Company at both the 2022 AGM and 2023 AGM, each of Mr. Feng and Mr. Zhou Fenli has retired from office and not re-elected as an executive Director, each of Ms. Gao and Mr. Zhou Zhencun has retired from office and not re-elected as a non-executive Director, Mr. Khor has retired from office and not re-elected as an independent non-executive Director, the chairman of the Audit Committee and the Remuneration Committee and a member of Nomination Committee and Mr. Chiu has retired from office and not re-elected as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and Nomination Committee. As at the date of this announcement, the Company has not received any notice of disagreement with the Board by each of Mr. Feng, Mr. Zhou Fenli, Ms. Gao, Mr. Zhou Zhencun, Mr. Khor and Mr. Chiu and the Board is not aware of any disagreement with the Board by each of Mr. Feng, Mr. Zhou Fenli, Ms. Gao, Mr. Zhou Zhencun, Mr. Khor and Mr. Chiu.

The Board is not aware of any matters relating to the retirement of each of Mr. Feng, Mr. Zhou Fenli, Ms. Gao, Mr. Zhou Zhencun, Mr. Khor and Mr. Chiu which need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Feng, Mr. Zhou Fenli, Ms. Gao, Mr. Zhou Zhencun, Mr. Khor and Mr. Chiu for their contribution to the Company during their tenure of service with the Company.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The composition of the Audit Committee and the Remuneration Committee shall be changed as follow with effect from the conclusion of the 2022 AGM and 2023 AGM:

- (i) Ms. Lee Yin Man is appointed as the chairperson of the Audit Committee and the Remuneration Committee of the Company.

Save as disclosed above, the composition of each Board committee of the Company remains unchanged.

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

The adoption of the second amended and restated Memorandum and Articles of Association as set out in the Circular have become effective on 14 April 2025 upon the passing of Resolution numbered 9 by the Shareholders by way of poll as a special resolution of the Company at the 2023 AGM. The full text of the Second Amended and Restated Memorandum and Auditors of Association has been published on the website of the Stock Exchange and the Company.

By order of the Board
Xinming China Holdings Limited
Cao Zhiqiang
Non-executive Director

Hong Kong, 14 April 2025

As at the date of this announcement, the executive Director is Mr. Chen Chengshou; the non-executive Director is Mr. Cao Zhiqiang; and the independent non-executive Directors are Ms. Chan Wai Yan, Ms. Huang Chunlian and Ms. Lee Yin Man.