## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

**If you have sold or transferred** all your shares of **Xinyi Solar Holdings Limited**, you should at once hand this circular, together with the accompanying form of election, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

**Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.**

# XINYI SOLAR HOLDINGS LIMITED
# 信義光能控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00968)**

## SCRIP DIVIDEND SCHEME FOR THE INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2025

10 September 2025

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*Unless the context otherwise requires, the following terms and expressions used in this circular and the Election Form (as defined below) shall have the following meanings:*

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| "Board" | means the board of Directors; |
| "CCASS" | means the Central Clearing and Settlement System operated by Hong Kong Exchanges and Clearing Limited; |
| "China Clear" | refers to China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司); |
| "Company" | means Xinyi Solar Holdings Limited (信義光能控股有限公司), a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Stock Exchange (stock code: 00968); |
| "Directors" | means the directors of the Company; |
| "Election Form(s)" | refers to the form(s) of election in relation to the Scrip Dividend accompanying this circular; |
| "Eligible Shareholder(s)" | refers to the Shareholder(s) whose name(s) appear on the Register of Members on the Record Date; |
| "HK$" | refers to Hong Kong dollars, the lawful currency of Hong Kong; |
| "Hong Kong" | means The Hong Kong Special Administrative Region of the People's Republic of China; |
| "Interim Dividend" | means an interim dividend of 4.2 HK cents per Share for the six months ended 30 June 2025 with an option to receive such interim dividend in cash or in new and fully-paid Shares, in whole or in part, in lieu of the cash dividend by scrip dividend payable to the Shareholders whose names appear on the Register of Members on the Record Date; |
| "Listing Committee" | means the listing committee of the Stock Exchange; |
| "Listing Rules" | refers to The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited; |
| "Overseas Shareholders" | refers to the Shareholders whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong; |

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| "PRC" | means The People's Republic of China, which for the purpose of this circular and the Election Form, excludes Hong Kong, The Macau Special Administrative Region of The People's Republic of China and Taiwan; |
| "PRC Southbound Trading Investors" | means the PRC investor(s) who hold the Shares through China Clear as nominee under the Shenzhen-Hong Kong Stock Connect and/or the Shanghai-Hong Kong Stock Connect; |
| "Record Date" | refers to 20 August 2025, Wednesday; |
| "Register of Members" | means the register of members of the Company maintained by the Registrar in Hong Kong; |
| "Registrar" | refers to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; |
| "Scrip Dividend" | refers to the Scrip Share(s) to be allotted and issued to the Shareholders pursuant to the Scrip Dividend Scheme; |
| "Scrip Dividend Scheme" | means the scheme proposed by the Directors on 1 August 2025 in relation to the Interim Dividend pursuant to which the Eligible Shareholders may select to receive the Interim Dividend in new and fully-paid Shares, in whole or in part, in lieu of the cash dividend by scrip dividend; |
| "Scrip Share(s)" | refers to the new Share(s) to be allotted, issued and credited as fully paid under the Scrip Dividend Scheme; |
| "SFO" | refers to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time; |
| "Share(s)" | refers to the ordinary share(s) of HK$0.10 each in the issued share capital of the Company; |
| "Shareholder(s)" | means the holder(s) of the Share(s); |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; and |
| "%" | denotes per cent or percentage. |

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| Despatch of this circular and the Election Form | Wednesday, 10 September 2025 |
| Latest time for return of the Election Form to the Registrar[2] | 4:30 p.m. on Thursday, 25 September 2025 |
| Despatch of Share certificates for Scrip Shares and cash dividend warrants | Friday, 10 October 2025 |
| Commencement of dealings in Scrip Shares | Monday, 13 October 2025 |

*Notes:*

1. All dates and time set forth in this circular refer to Hong Kong dates and time.

2. The Election Form should be completed in accordance with the instructions printed thereon and returned, so that they are received by the Registrar no later than 4:30 p.m. on 25 September 2025, Thursday, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. If there is a tropical cyclone warning signal number 8 or above, or "extreme conditions", or a "black" rainstorm warning: (i) in force in Hong Kong at any local time at or before 12:00 noon and no longer in force after 12:00 noon on 25 September 2025, Thursday, the deadline will be 5:00 p.m. on the same business day; or (ii) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m. on 25 September 2025, Thursday, the new deadline will be 4:30 p.m. on the next business day which does not have either of such warnings in force at any time between 9:00 a.m. and 4:30 p.m..

3. In determining the above timetable and the time required between the Record Date and the date of despatch of the Share certificates for the Scrip Shares and the cash dividend warrants, the Directors have considered (a) the time required for the pre-vetting of this circular; (b) the time required under article 142(1) of the articles of association of the Company; and (c) the time required for the Registrar to process the Election Form and calculate the number of the Scrip Shares required and prepare the Share certificates for the Scrip Shares and the cash dividend warrants accordingly.

# XINYI SOLAR HOLDINGS LIMITED
# 信義光能控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00968)**

*Executive Directors:*
Mr. LEE Shing Put, B.B.S.
*(Vice Chairman and Chief Executive Officer)*
Mr. LEE Yau Ching
Mr. LI Man Yin
Mr. CHU Charn Fai

*Non-executive Directors:*
Dr. LEE Yin Yee, S.B.S. *(Chairman)*
Tan Sri Datuk TUNG Ching Sai *P.S.M, D.M.S.M, J.P.*
*(Vice Chairman)*

*Independent non-executive Directors:*
Mr. LO Wan Sing, Vincent
Mr. KAN E-ting, Martin
Ms. LEONG Chong Peng

*Registered office:*
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business in Hong Kong:*
Unit 2109-2115
21/F, Rykadan Capital Tower
135 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

10 September 2025

*To the Shareholders*

Dear Sir or Madam

## SCRIP DIVIDEND SCHEME FOR THE INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2025

### 1. INTRODUCTION

On 1 August 2025, the Company announced that the Board has declared the payment of the Interim Dividend to the Shareholders whose names appear on the Register of Members on the Record Date. Shareholders may elect to receive the Interim Dividend in cash or in new and fully-paid Shares, in whole or in part, in lieu of the cash dividend by the scrip dividend.

As announced on 1 August 2025, the Register of Members was closed from 18 August 2025, Monday to 20 August 2025, Wednesday (both days inclusive) in order to determine entitlement to the Interim Dividend and all Share transfer documents accompanied by the relevant Share certificates had to be lodged with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 15 August 2025, Friday.

The purpose of this circular is to set forth the procedures which apply in relation to the Scrip Dividend Scheme and the action(s) which should be taken by the Shareholders in relation thereto.

## 2. FURTHER INFORMATION ON THE SCRIP DIVIDEND SCHEME

### 2.1 Election available to Eligible Shareholders

Under the Scrip Dividend Scheme, the Eligible Shareholders may select one of the following to receive the Interim Dividend:

(a) the cash amount of 4.2 HK cents for each Share held on the Record Date; or

(b) an allotment and issue of the Scrip Shares; or

(c) partly in cash and partly by way of the Scrip Shares.

The Interim Dividend in cash will be paid in Hong Kong dollars regardless of the registered address of the Shareholders as of the Record Date.

### 2.2 Market value

For the purpose of calculating the number of the Scrip Shares to be allotted under choices (b) and (c) above, the market value (the "**Market Value**") of the Scrip Shares has been fixed at 95% of the average closing price per Share as quoted on the Stock Exchange for the five consecutive trading days commenced on 14 August 2025, Thursday, until 20 August 2025, Wednesday (both days inclusive) rounded down to two decimal places. In this connection, the average closing price is HK$3.296 and hence, the Market Value is determined to be HK$3.13.

### 2.3 Basis of allotment

Accordingly, the number of the Scrip Shares will be calculated as follows:

$$\text{Number of the Scrip Shares} = \text{Number of existing Shares held on the Record Date for which election is made under the Scrip Dividend Scheme} \times \frac{\text{4.2 HK cents (Interim Dividend)}}{\text{HK\$3.13 (Market Value)}}$$

The number of the Scrip Shares to be issued to each Eligible Shareholder pursuant to its/his/her election will be rounded down to the nearest whole number. Fractional entitlements to the Scrip Shares under choices (b) and (c) above will be disregarded and the benefit thereof will be accrued to the Company. The Scrip Shares will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Scrip Shares except that the Scrip Shares themselves will not be entitled to the Interim Dividend.

## 3. CONDITIONS OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme is conditional upon the Listing Committee granting the listing of, and permission to deal in, the Scrip Shares to be issued in respect of the Interim Dividend.

If this condition is not satisfied, the Scrip Dividend will not become effective and the Election Form will be void. The Interim Dividend will then be paid wholly in cash.

## 4. EFFECT OF THE SCRIP DIVIDEND SCHEME

Based on 9,078,447,365 Shares in issue as of the Record Date, if all Eligible Shareholders elect to receive the Interim Dividend in cash, the total cash dividend payable by the Company would be HK$381,294,789. If all Eligible Shareholders elect to receive the Scrip Shares, the number of the Scrip Shares to be issued will be 121,819,421 Shares, representing 1.342% of the existing numbers of Shares in issue and 1.324% of the numbers of Shares in issue as enlarged by the issue of the Scrip Shares.

Shareholders should note that the Scrip Shares to be issued under the Scrip Dividend Scheme may give rise to disclosure requirements under Part XV of the SFO. **Shareholders who are in doubt as to how these provisions may affect them as a result of the issue of the Scrip Shares are recommended to seek their own professional advice. Shareholders who are in any doubt as to their taxation position are also recommended to seek their own professional advice.**

As of the date of this circular, the Board has not received any information from the substantial shareholders of the Company of their intention or preference to receive the Interim Dividend in cash, Scrip Shares or partly in cash and partly in Scrip Shares.

## 5. ELECTION FORM

An Election Form is enclosed with this circular for use by the Eligible Shareholders who wish to elect to receive the Interim Dividend wholly in the form of Scrip Shares or partly in cash and partly in the form of Scrip Shares in lieu of the cash dividend.

**Shareholders who wish to elect to receive Scrip Dividend in lieu of cash dividend in respect of the Interim Dividend, whether in whole or in part, must complete the Election Form in accordance with the instructions printed thereon and return them to the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 September 2025, Thursday. No acknowledgement of receipt of the Election Form will be issued.**

**If you do not return the Election Form to the Registrar at the above address by the time stated above, you will be deemed to have chosen to receive the Interim Dividend by way of cash.**

**Shareholders who wish to receive the Interim Dividend wholly in cash should not complete the Election Form.**

**The deadline for return of the Election Form mentioned above will not be valid if there is a tropical cyclone warning signal number 8 or above, or "extreme conditions", or a "black" rainstorm warning:**

**(a) in force in Hong Kong at any local time at or before 12:00 noon and no longer in force after 12:00 noon on 25 September 2025, Thursday. Instead, the deadline for the submission of Election Forms will be 5:00 p.m. on the same business day; or**

**(b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m. on 25 September 2025, Thursday. Instead, the deadline for the submission of Election Forms will be rescheduled to 4:30 p.m. on the next business day which does not have either of such warnings in force at any time between 9:00 a.m. and 4:30 p.m..**

Shareholders who submit the Election Form but do not specify the number of Shares in respect of which they are electing to receive Scrip Shares, or if they elect to receive Scrip Shares in respect of a greater number of Shares than their registered holding, they will be deemed to have chosen to receive the Scrip Shares in respect of all the Shares of which they were then registered as the holders on the Record Date.

## 6. OVERSEAS SHAREHOLDERS

This circular and the Election Form will not be registered in Hong Kong or any other jurisdiction. The Shares have not been registered under the applicable securities legislation of any jurisdictions other than Hong Kong.

### Rights of PRC Southbound Trading Investors

According to the "Stock Connect Southbound Shareholding Search" available on the Stock Exchange's website, as of the Record Date, China Clear held 1,677,909,457 Shares, representing 18.48% of the total number of the Shares in issue.

Pursuant to the Frequently Asked Questions Series 29 issued by the Stock Exchange on 17 November 2014 and updated on 4 November 2016 and 13 July 2018 on the interpretation of the Listing Rules, the PRC Southbound Trading Investors can participate in the Scrip Dividend Scheme through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to elect to receive the Scrip Shares in respect of all or part of his/her holding of Shares in accordance with the relevant laws and regulations.

The PRC Southbound Trading Investors should consult their intermediaries (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear and provide such intermediary with instructions on the election to receive the Scrip Shares. Such instructions should be given in advance of the relevant dates in the section headed "Expected timetable" of this circular and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect.

Saved as disclosed above, based on the information made available to the Directors, there were no Overseas Shareholders whose names appeared on the Register of Members on the Record Date and whose addresses as shown on such register were outside of Hong Kong.

**The Scrip Dividend Scheme is made in compliance with the laws of Hong Kong and with all other relevant codes, rules and other requirements that apply to the Scrip Dividend Scheme in Hong Kong. All Shareholders resident outside Hong Kong should consult their professional advisers as to whether or not they are permitted to participate in the Scrip Dividend Scheme or whether any government or other consent is required or other formalities need to be observed.** No Shareholder receiving a copy of this circular and/or the Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive Scrip Shares to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities. Persons who receive Scrip Shares in lieu of cash dividend must also comply with any restrictions on the resale of Shares which may apply outside Hong Kong. Overseas Shareholders (if any) residing in a jurisdiction where their participation in the Scrip Dividend Scheme is not permitted under the law of that place will be deemed to have received this circular and/or the Election Form for information only.

The Scrip Dividend Scheme is open to all Eligible Shareholders. For the avoidance of doubt, the Scrip Shares are not being offered to the public (other than the Eligible Shareholders) and the Election Form is non-transferable.

## 7. LISTING OF SCRIP SHARES AND DESPATCH OF SHARE CERTIFICATES

An application will be made to the Listing Committee for the listing of, and permission to deal in, the Scrip Shares to be allotted and issued in relation to the Interim Dividend. Subject to such approval being granted, the commencement of dealings in the Scrip Shares on the Stock Exchange is expected to be on 13 October 2025, Monday and thereupon the Scrip Shares will be accepted as eligible securities for deposit, clearance and settlement on CCASS.

It is expected that the Share certificates for Scrip Shares (which, when issued, will rank *pari passu* in all respects with the Shares in issue on the date of the allotment and issue of the Scrip Shares) and cash dividend warrants for payment of the Interim Dividend will be sent by ordinary post to the Shareholders at the risk of those entitled thereto on 10 October 2025, Friday. All Share certificates for the Scrip Shares are non-renounceable.

The Shares are listed, and dealt in, on the Stock Exchange. No Shares or debt securities of the Company are listed or dealt in on any other stock exchange and the Company is not currently seeking to list its securities on any other Stock Exchange.

## 8. ODD LOTS

Scrip Shares issued to the Shareholders pursuant to an election to receive some or all of their Interim Dividend in Scrip Shares may be allocated in odd lots (of fewer than a board lot of 2,000 Shares). No special arrangements will be put in place by the Company to facilitate the top-up, trading or disposal of Scrip Shares issued in odd lots.

## 9. RECOMMENDATION AND ADVICE

Whether or not it is in the interest of the Eligible Shareholders to receive cash or the Scrip Shares, in whole or in part, depends upon their own individual circumstances, and the decision in this regard and all effects (including any tax implication) resulting therefrom are the sole responsibility of each Eligible Shareholder. If you are in doubt as to what to do, you should consult your professional advisers.

Eligible Shareholders who are trustees are recommended to seek professional advice as to whether the choice of receiving the Interim Dividend in Scrip Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Eligible Shareholders should note that any receipt of Scrip Shares by them may give rise to disclosure requirements under Part XV of the SFO. Eligible Shareholders who are in doubt as to how these provisions may affect them are recommended to seek professional advice.

By order of the Board
**XINYI SOLAR HOLDINGS LIMITED**
**Dr. LEE Yin Yee, S.B.S.**
*Chairman*