Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 1 JUNE 2026

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 15 May 2026, in relation to, among other things, (i) the proposed Capital Reorganisation, (ii) the proposed Rights Issue on the basis of six (6) 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) announcement dated 23 April 2026. 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 1 June 2026.

The Board is pleased to announce the poll results in respect of the resolutions proposed at the EGM held on 1 June 2026 (the "**Resolutions**") as follows:

Ordinary Resolution *Note*		**Number of Votes** (%)	
		For	**Against**
1.	To approve the Share Consolidation and the transactions contemplated thereunder as set out in the notice convening the EGM	9,864,095 (100%)	0 (0%)
2.	To approve the 2026 Rights Issue, the Placing and the transactions contemplated thereunder as set out in the Notice.	9,864,095 (100%)	0 (0%)

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

As more than 50% of the votes were cast in favour of ordinary resolutions, ordinary resolutions were 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 93,931,100 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.

Directors of the Company namely Ms. Chan Wai Yan attended the EGM in person, while Mr. Shi Jianwen and Ms. Lee Yin Man attended the EGM by electronics 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 Wednesday, 3 June 2026. The Shares will be dealt with on an ex-right basis from Thursday, 4 June 2026. 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, 15 June 2026.

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
Shi Jianwen
Executive Director

Hong Kong, 1 June 2026

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