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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 THE ANNUAL GENERAL MEETING HELD ON 21 JULY 2022 AND RETIREMENT OF DIRECTOR

Xinming China Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held at Suite 01–08, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong on Thursday, 21 July 2022 at 10:00 a.m. (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 20 June 2022 (the “**Notice**”) were duly taken by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results for the Resolutions are as follows:

ORDINARY RESOLUTIONS		For	Against	Total Number of Votes
		Number of Votes (%)	Number of Votes (%)	
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2021 and the reports of the directors and auditor of the Company	992,033,400 (100%)	0 (0%)	992,033,400
2.	(a) To re-elect Mr. Chen Chengshou as an executive director of the Company	52,033,400 (100%)	0 (0%)	52,033,400
	(b) To re-elect Mr. Pu Wei as an executive director of the Company	190,500 (0.02%)	991,842,900 (99.98%)	992,033,400
	(c) To re-elect Mr. Choi Clifford Wai Hong as a non-executive director of the Company	992,033,400 (100%)	0 (0%)	992,033,400
	(d) To re-elect Mr. Zhou Zhencun as a non-executive director of the Company	52,033,400 (100%)	0 (0%)	52,033,400
	(e) To re-elect Mr. Khor Khie Liem Alex as an independent non-executive director of the Company	992,033,400 (100%)	0 (0%)	992,033,400
	(f) To re-elect Mr. Chiu Kung Chak as an independent non-executive director of the Company	52,033,400 (100%)	0 (0%)	52,033,400
	(g) To re-elect Mr. Lau Wai Leung Alfred as an independent non-executive director of the Company	992,033,400 (100%)	0 (0%)	992,033,400
	(h) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company	992,033,400 (100%)	0 (0%)	992,033,400
3.	To re-appoint Mazars CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration	992,033,400 (100%)	0 (0%)	992,033,400
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of this resolution	52,033,400 (5.25%)	940,000,000 (94.75%)	992,033,400

ORDINARY RESOLUTIONS		For	Against	Total Number of Votes
		Number of Votes (%)	Number of Votes (%)	
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company as at the date of this resolution	52,033,400 (5.25%)	940,000,000 (94.75%)	992,033,400
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company	52,033,400 (5.25%)	940,000,000 (94.75%)	992,033,400

Notes:

- (1) The description of the Resolutions above is by way of summary only. The full text set out in the Notice.
- (2) As a majority of the votes were cast in favour of resolutions numbered 1, 2(a), 2(c), 2(d), 2(e), 2(f), 2(g), 2(h) and 3 proposed at the AGM, resolutions numbered 1, 2(a), 2(c), 2(d), 2(e), 2(f), 2(g), 2(h) and 3 were duly passed as ordinary resolutions.
- (3) As at the date of the AGM:
 - (a) The total number of the Shares in issue and entitling the holders to attend and vote for or against the Resolutions at the AGM: 1,878,622,000.
 - (b) The total number of Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM according to Rule 13.40 of the Listing Rules: Nil.
 - (c) None of the Shareholders have stated their intention in the Circular to vote against any of the Resolutions at the AGM.
 - (d) None of the Shareholders is required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM.
- (4) The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote taking.

The directors of the Company who attended the AGM were as follows:

- (a) Mr. Chen Chengshou, Mr. Pu Wei, Mr. Khor Khie Liem Alex and Mr. Chiu Kung Chak attended the AGM by telephone conference; and
- (b) Mr. Choi Clifford Wai Hong and Mr. Lau Wai Leung, Alfred attended the AGM in person.

RETIREMENT OF DIRECTOR

As the resolution numbered 2(b) regarding the re-election of Mr. Pu Wei (“**Mr. Pu**”) as an executive director of the Company was not passed by the Shareholders at the AGM, Mr. Pu retired as an executive director of the Company with effect from the conclusion of the AGM. Due to his retirement, Mr. Pu also ceased to be the member of the board of directors of the Company (the “**Board**”) at the conclusion of the AGM.

By order of the Board
Xinming China Holdings Limited
Chen Chengshou
Chairman and Chief Executive Officer

Hong Kong, 21 July 2022

As at the date of this announcement, the executive Directors are Mr. Chen Chengshou and Mr. Feng Cizhao; the non-executive Directors are Ms. Gao Qiaoqin, Mr. Choi Clifford Wai Hong and Mr. Zhou Zhencun; and the independent non-executive Directors are Mr. Khor Khie Liem Alex, Mr. Chiu Kung Chak and Mr. Lau Wai Leung, Alfred.

If there is any discrepancy between the English version and the Chinese translation, the English version shall prevail.