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## **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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Xinyi Solar Holdings Limited (the “**Company**”) will be held at 21/F, Rykadan Capital Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, on Friday, 25 November 2022, at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the circular (the “**Circular**”) dated 2 November 2022 issued by the Company, of which this notice of EGM forms an integral part.

#### **SPECIAL RESOLUTIONS**

##### **AMENDMENTS TO THE CONSTITUTIONAL DOCUMENTS**

To consider and, if thought fit, pass with or without amendments the following resolutions as special resolutions of the Company:

1. **“THAT:**

- (1) the First Amendments set forth in Appendix I to the Circular be and are hereby approved;
- (2) the First Amended and Restated Articles, marked “**A**” and for the purpose of identification signed by the chairman of the EGM, be and are hereby approved and the same be adopted in substitution for and to the exclusion of the Articles with immediate effect after the close of the EGM; and
- (3) any one Director and/or company secretary of the Company be and is hereby authorised to do all such acts and things (including filing the First Amended and Restated Articles with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps in his/her absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the First Amendments and the adoption of the First Amended and Restated Articles.”

2. **“THAT** subject to and conditional upon the passing of special resolution No. “1” above and ordinary resolution No. “3” below:
- (1) the Second Amendments set forth in Appendix II to the Circular be and are hereby approved and shall be effective from the date of the PRC Listing;
  - (2) the Second Amended and Restated Memorandum, marked “**B**” and for the purpose of identification signed by the chairman of the EGM, be and is hereby approved and the same be adopted in substitution for and to the exclusion of the Memorandum effective from the date of the PRC Listing;
  - (3) the Second Amended and Restated Articles, marked “**C**” and for the purpose of identification signed by the chairman of the EGM, be and are hereby approved and the same be adopted in substitution for and to the exclusion of the First Amended and Restated Articles effective from the date of the PRC Listing; and
  - (4) any one Director and/or company secretary of the Company be and is hereby authorised to do all such acts and things (including filing the Second Amended and Restated Memorandum and the Second Amended and Restated Articles with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps in his/her absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Second Amendments and the adoption of the Second Amended and Restated Memorandum and the Second Amended and Restated Articles.”

## **ORDINARY RESOLUTIONS**

### **PROPOSED RMB ORDINARY SHARE ISSUE AND THE SPECIFIC MANDATE**

3. To consider and approve the Proposed RMB Ordinary Share Issue and the Specific Mandate:

**“THAT** subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised to allot, issue and deal with up to 989,000,000 RMB Ordinary Shares under the Proposed RMB Ordinary Share Issue and the Specific Mandate (including but not limited to the particulars as set forth in the paragraphs under “Proposed RMB Ordinary Share Issue and the PRC Listing” in the section headed “Letter from the Board” in the Circular) on the basis that the authorisation in this resolution shall be in addition to and shall not prejudice or affect or revoke in whole or in part the existing General Mandate”.

4. To consider and approve the plan for distribution of profits accumulated prior to the Proposed RMB Ordinary Share Issue and the PRC Listing (including but not limited to the particulars as set forth in the paragraphs under “Shareholders’ approval at the EGM — (b) Resolution on the plan for distribution of profits accumulated prior to the Proposed RMB Ordinary Share Issue and the PRC Listing” in the section headed “Letter from the Board” in the Circular).
5. To consider and approve the Stabilisation Plan set forth in Appendix III to the Circular.
6. To consider and approve the Profit Distribution and Return Policy set forth in Appendix IV to the Circular.
7. To consider and approve the plan for the use of the net proceeds from the Proposed RMB Ordinary Share Issue (including but not limited to the particulars as set forth in the paragraphs under “Shareholders’ approval at the EGM — (f) Resolution on the plan for the use of net proceeds from the Proposed RMB Ordinary Share Issue” in the section headed “Letter from the Board” in the Circular).
8. To consider and approve the Remedial Measures for Potential Dilution set forth in Appendix V to the Circular.
9. To consider and approve the Seven Letters of Commitment and Undertakings set forth in Appendix VI to the Circular.
10. To consider and approve the adoption of the General Meeting Procedures set forth in Appendix VII to the Circular, which shall be effective from the date of the PRC Listing.
11. To consider and approve the adoption of the Board Meeting Procedures in the form as set forth in Appendix VIII to the Circular, which shall be effective from the date of the PRC Listing.
12. To consider and approve and grant the authorisation to the Board to exercise full powers to deal with all matters relating to the Proposed RMB Ordinary Share Issue and the PRC Listing (including but not limited to the particulars as set forth in the paragraphs under “Shareholders’ approval at the EGM — (j) Resolution on the proposed authorisation to the Board to exercise full powers to deal with all matters relating to the Proposed RMB Ordinary Share Issue and the PRC Listing” in the section headed “Letter from the Board” in the Circular).

By order of the Board  
**Xinyi Solar Holdings Limited**  
**Dr. LEE Yin Yee, B.B.S.**  
*Chairman*

Hong Kong, 2 November 2022

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*Notes:*

1. Any member entitled to attend and vote at the EGM is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or it. A member may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a shareholder of the Company.
2. The proxy form shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of the proxy form purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such proxy form on behalf of the corporation without further evidence of the facts.
3. The proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM, i.e. not later than Wednesday, 23 November 2022 at 9:30 a.m. (Hong Kong time), or adjourned EGM at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the EGM and in such event, the proxy form shall be deemed to be revoked.
5. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM 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 shareholding.
6. The register of members of the Company will be closed from Tuesday, 22 November 2022 to Friday, 25 November 2022 (both days inclusive), during such period no transfer of the shares will be effected. In order to determine the entitlement to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar 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 for registration not later than 4:30 p.m. on Monday, 21 November 2022.
7. As of the date of this notice, Dr. LEE Yin Yee, B.B.S., Mr. LEE Yau Ching, Mr. LI Man Yin and Mr. CHEN Xi were the executive Directors; Tan Sri Datuk TUNG Ching Sai *P.S.M., D.M.S.M., J.P.* and Mr. LEE Shing Put, B.B.S. were the non-executive Directors; and Mr. LO Wan Sing, Vincent, Mr. KAN E-ting, Martin and Ms. LEONG Chong Peng were the independent non-executive Directors.

*As of the date of this announcement, the Board comprises four executive Directors, namely Dr. LEE Yin Yee, B.B.S., Mr. LEE Yau Ching, Mr. LI Man Yin, and Mr. CHEN Xi, two non-executive Directors, namely Tan Sri Datuk TUNG Ching Sai P.S.M., D.M.S.M., J.P. and Mr. LEE Shing Put, B.B.S., and three independent non-executive Directors, namely Mr. LO Wan Sing, Vincent, Mr. KAN E-ting, Martin and Ms. LEONG Chong Peng.*

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