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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 25 NOVEMBER 2022

The Board is pleased to announce that all the special resolutions and ordinary resolutions as set forth in the Notice were duly passed by the Shareholders by way of poll at the EGM held on 25 November 2022.

Reference is made to the circular of the Xinyi Solar Holdings Limited dated 2 November 2022 (the “**Circular**”) and the notice of the extraordinary general meeting dated 2 November 2022 (the “**Notice**”). Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the Circular and the Notice.

POLL RESULTS OF THE EGM

Pursuant to the Hong Kong Listing Rules, voting at general meetings of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands. Accordingly, at the EGM, poll voting for all the resolutions as set forth in the Notice were proceeded.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer for the poll voting.

The poll results are as follows:-

SPECIAL RESOLUTIONS <i>(Note)</i>		Number of votes	
		(%)	
		For	Against
1.	To consider and approve the First Amendments set forth in Appendix I to the Circular and the adoption of the First Amended and Restated Articles.	6,619,191,630 (92.795352%)	513,915,237 (7.204648%)
2.	To consider and approve, effective from the date of the PRC Listing, the Second Amendments set forth in Appendix II to the Circular and the adoption of the Second Amended and Restated Memorandum and the Second Amended and Restated Articles.	7,048,102,572 (98.808313%)	85,004,295 (1.191687%)
ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes	
		(%)	
		For	Against
3.	To consider and approve 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).	7,089,815,363 (99.392511 %)	43,333,093 (0.607489%)
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).	7,125,093,359 (99.887075%)	8,055,097 (0.112925%)
5.	To consider and approve the Stabilisation Plan set forth in Appendix III to the Circular.	7,098,799,674 (99.519043%)	34,307,193 (0.480957%)
6.	To consider and approve the Profit Distribution and Return Policy set forth in Appendix IV to the Circular.	7,126,816,770 (99.911818%)	6,290,097 (0.088182%)

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes	
		(%)	
		For	Against
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).	7,125,051,770 (99.887074%)	8,055,097 (0.112926%)
8.	To consider and approve the Remedial Measures for Potential Dilution set forth in Appendix V to the Circular.	7,098,841,263 (99.519046%)	34,307,193 (0.480954%)
9.	To consider and approve the Seven Letters of Commitment and Undertakings set forth in Appendix VI to the Circular.	7,098,999,674 (99.521847%)	34,107,193 (0.478153%)
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.	7,125,051,770 (99.887074%)	8,055,097 (0.112926%)
11.	To consider and approve the adoption of the Board Meeting Procedures set forth in Appendix VIII to the Circular, which shall be effective from the date of the PRC Listing.	7,125,051,770 (99.887074%)	8,055,097 (0.112926%)
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).	6,995,247,784 (98.066763%)	137,900,672 (1.933237%)

Note: The full text of the resolutions is set forth in the Circular and the Notice.

As more than 75% of the votes cast are in favour of each of the special resolutions in the Notice, all the special resolutions were duly passed by the Shareholders at the EGM.

As more than 50% of the votes cast are in favour of each of the ordinary resolutions in the Notice, all the ordinary resolutions were duly passed by the Shareholders at the EGM.

As of the date of the EGM, the total number of shares in issue was 8,895,972,338 shares, which was the total number of shares entitling the Shareholders to attend and vote on the resolutions at the EGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set forth in Rule 13.40 of the Hong Kong Listing Rules. No Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the resolutions at the EGM.

In addition, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM. All the Directors attended the EGM in person or by electronic means.

On behalf of the Board
Xinyi Solar Holdings Limited
CHU Charn Fai
Company Secretary

Hong Kong, 25 November 2022

As of the date of this announcement, the four executive directors are Dr. LEE Yin Yee, B.B.S. (Chairman), Mr. LEE Yau Ching, Mr. LI Man Yin and Mr. CHEN Xi, two non-executive directors are 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 are Mr. LO Wan Sing, Vincent, Mr. KAN E-ting, Martin and Ms. LEONG Chong Peng.

This announcement will be published on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company at www.xinyisolar.com.