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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)

- (1) FURTHER DELAY IN PUBLICATION OF
2022 AUDITED ANNUAL RESULTS;**
- (2) DELAY IN DESPATCH OF 2022 ANNUAL REPORT;**
- (3) POSTPONEMENT OF BOARD MEETING; AND**
- (4) CONTINUED SUSPENSION OF TRADING**

Reference is made to (i) the announcements of Xinming China Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 31 March 2023, 27 April 2023, 25 May 2023 and 23 June 2023 in relation to, among other things, publication of the audited annual results of the Group for the year ended 31 December 2022 (the “**2022 Audited Annual Results**”) and the date of the meeting of the board of directors of the Company (the “**Board**”) for considering and approving the 2022 Audited Annual Results. Capitalised terms used herein, unless otherwise defined, shall have the same meanings as those defined in the aforesaid announcements.

FURTHER DELAY IN PUBLICATION OF THE 2022 ANNUAL RESULTS AND DELAY IN DESPATCH OF 2022 ANNUAL REPORT

Reference is made to the announcement of the Company dated 23 June 2023. The 2022 Audited Annual Results was scheduled to be published on Monday, 31 July 2023. However, more time is required to gather necessary information for Crowe to perform audit work, including the audit of the opening balances and the consolidation adjustments put through by the previous auditors of the Group in accordance with the International Financial Reporting Standards as well as to gather and provide the necessary documents and information required by Crowe to complete the auditing process. The Group is also considering other alternatives to complete the audit in view of the challenge for the audit of opening balances and the consolidation adjustments made in prior years.

Hence, audit processes are still being worked on as of the date of this announcement. Based on the information currently available to the Company and the progress of the audit process, it is expected that the 2022 Audited Annual Results will be published on or before 31 August 2023. Further announcement(s) will be made by the Company in accordance with the Listing Rules and the requirement under the SFO as and when it is appropriate.

Pursuant to Rule 13.46(2)(a) of the Listing Rules, the Company is required to send 2022 Annual Report to its Shareholders not later than four months after the date upon which the financial period ended, that is, on or before 30 April 2023. Pursuant to Rule 13.46(2)(b) of the Listing Rules, an issuer should lay its annual financial statements before its members at its annual general meeting within the period of 6 months after the end of the financial year or accounting reference period to which the annual financial statements relate. It is expected that the 2022 Annual Report will be published shortly after the 2022 Audited Annual Results and no later than 31 August 2023. The delay in publication of the 2022 Annual Report by the Company shall constitute a non-compliance with Rule 13.46(2)(a) and Rule 13.46(2)(b) of the Listing Rules.

POSTPONEMENT OF BOARD MEETING

In light of the delay in the publication of the 2022 Audited Annual Results, the Board meeting is scheduled to be held on Thursday, 31 August 2023 for the purposes of, *inter alia*, considering and approving the 2022 Audited Annual Results.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange will remain suspended until the release of the 2022 Audited Annual Results.

Shareholders and potential investors should exercise caution when dealing in shares of the Company.

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

Hong Kong, 31 July 2023

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.