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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 AND DESPATCH OF 2022 ANNUAL REPORT;
(2) DELAY IN PUBLICATION OF 2023 UNAUDITED INTERIM RESULTS AND DESPATCH OF 2023 INTERIM REPORT;
(3) POSTPONEMENT OF BOARD MEETING; AND
(4) CONTINUED SUSPENSION OF TRADING**

Reference is made to 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, 23 June 2023, 31 July 2023, 4 September 2023 and 29 September 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**”), the unaudited interim results of the Group for the six months ended 30 June 2023 (the “**2023 Unaudited Interim Results**”, together with the 2022 Audited Annual Results, the “**Outstanding Financial Results**”) and the date of the meeting of the board of directors of the Company (the “**Board**”) for considering and approving the Outstanding Financial 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 OUTSTANDING FINANCIAL RESULTS AND IN DESPATCH OF THE OUTSTANDING REPORTS

Reference is made to the announcement of the Company dated 29 September 2023. The Outstanding Financial Results were scheduled to be published on Tuesday, 31 October 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 in the process of taking 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 29 December 2023. As the publication of the 2022 Audited Annual Results are still pending, the publication of the 2023 Unaudited Interim Results and the despatch of the 2023 Interim Report are also delayed accordingly. 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.

LISTING RULES IMPLICATION

Pursuant to Rule 13.46(2)(a) of the Listing Rules, the Company is required to send the 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, the Company should lay the 2022 Audited Annual Results 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.

Pursuant to Rules 13.49(6) and 13.48(1) of the Listing Rules, the Company is required to: (i) publish the 2023 Unaudited Interim Results on a date not later than two months after the end of that period of six months; and (ii) send the 2023 Interim Report to its Shareholders not later than three months after the end of that period of six months.

The delay in publication of the Outstanding Financial Results and the Outstanding Reports by the Company shall constitute a non-compliance with Rule 13.46(2)(a), Rule 13.46(2)(b), Rule 13.49(6) and Rule 13.48(1) of the Listing Rules.

It is expected that the Outstanding Reports will be published shortly after the release of the Outstanding Financial Results and no later than 29 December 2023.

POSTPONEMENT OF BOARD MEETING

In light of the delay in the publication of the Outstanding Financial Results, the Board meeting is scheduled to be held on Friday, 29 December 2023 for the purposes of, *inter alia*, considering and approving the Outstanding Financial Results.

CONTINUED SUSPENSION OF TRADING

Reference is made to the announcement of the Company dated 23 June 2023, whereby the Company received a letter from the Stock Exchange setting out the guidance for the resumption of trading in the shares of the Company on the Stock Exchange. Among others, the Company shall publish all the Outstanding Financial Results required under the Listing Rules and address any audit modifications.

Trading in the shares of the Company on the Stock Exchange will remain suspended until the release of the Outstanding Financial 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 October 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.