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Xingye Alloy Materials Group Limited
興業合金材料集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 505)

**PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by Xingye Alloy Materials Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the memorandum and articles of association of the Company (the “**M&A**”).

References are made to the announcement of the Company dated 14 April 2023 and the circular of the Company dated 28 April 2023 in relation to, among other things, the annual general meeting of the Company held on 16 June 2023 (“**2023 AGM**”) at which a special resolution was proposed to approve the proposed amendments to the M&A and adoption of the amended and restated memorandum and articles of association of the Company (“**Amended and Restated M&A**”). However, as disclosed in the poll results announcement of the Company dated 16 June 2023, the special resolution proposed at the 2023 AGM for approving the proposed amendments to the M&A was not passed and therefore the Amended and Restated M&A were not adopted.

In light of the above and in order to comply with Appendix 3 to the Listing Rules, the board of directors of the Company (the “**Board**”) proposes again to make certain amendments to the M&A in order to, among other things, (i) align with the core standards for shareholder protections as set out in Appendix 3 to the Listing Rules and the applicable laws and regulations of the Cayman Islands; and (ii) incorporate housekeeping amendments and corresponding consequential changes (collectively, the “**Amendments**”). The Board also proposes to adopt the new set of amended and restated memorandum and articles of association of the Company (the “**New Amended and Restated M&A**”) incorporating the Amendments in substitution for, and to the exclusion of, the existing M&A.

The proposed Amendments to the M&A and the adoption of New Amended and Restated M&A shall be subject to the passing of a special resolution by the Shareholders at the forthcoming extraordinary general meeting of the Company to be held on 15 December 2023 (the “**EGM**”). A circular containing, among others, details of the Amendments and a notice convening the EGM will be despatched to the Company’s shareholders in due course.

By Order of the Board
Xingye Alloy Materials Group Limited
HU Minglie
Chief Executive Officer and Executive Director

Hong Kong, 16 November 2023

As at the date of this announcement, the executive directors of the Company are Mr. HU Changyuan, Mr. HU Minglie and Mr. ZHU Wenjun; and the independent non-executive directors of the Company are Mr. CHAI Chaoming, Dr. LOU Dong and Ms. LU Hong.