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**新明中国控股**

XINMING CHINA

**Xinming China Holdings Limited**

**新明中國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 02699)**

**INSIDE INFORMATION SUPPLEMENTAL ANNOUNCEMENT RELATING TO  
PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER**

This announcement is made by Xinming China Holdings Limited pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules). Reference is made to the announcement of the Company dated 16 January 2025 in relation to, among others, the placing of existing shares of the Company by its controlling shareholder (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

This announcement is made to provide additional information to supplement the information contained in the Announcement.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, (i) the Placing Agent and its ultimate beneficial owners are independent of and not connected with the Vendor, the Company and their respective associates and connected persons, and are not acting in concert with the Vendor or parties acting in concert with it as defined under the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong or associates; (ii) was placed to not less than six Placees; (iii) the Placees and their respective ultimate beneficial owner(s) are independent of and not acting in concert with (as defined under the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong) the Vendor, the Receivers, Motivational Mathematics, any directors, chief executives, senior management or substantial shareholders of the Company, its subsidiaries or any of their respective associates; and (iv) the Placees and their respective ultimate beneficial owners are independent of and not acting in concert with (as defined under the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong) each other.

Upon completion of the Placing, none of the Placees or their associates became a substantial shareholder (within the meaning of the Listing Rules) of the Company.

The above additional information does not affect other information contained in the Announcement, and save as disclosed in this announcement, the content of the Announcement remains unchanged.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

By order of the Board  
**Xinming China Holdings Limited**  
**Cao Zhiqiang**  
*Executive Director*

Hong Kong, 21 January 2025

*As at the date of this announcement, the executive Directors are Mr. Chen Chengshou, Mr. Feng Cizhao, Mr. Cao Zhiqiang and Mr. Zhou Fenli; 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, Ms. Huang Chunlian and Ms. Lee Yin Man.*