

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 23 June 2015 (the “**Prospectus**”) issued by Xinming China Holdings Limited (the “**Company**”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the shares thereby being offered. Unless defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States except pursuant to registration or an exemption from registration requirements under the United States Securities Act of 1933, as amended from time to time (“**US Securities Act**”). The Offer Shares have not been, and will not be, registered under the US Securities Act or any state securities laws of the United States. There will not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

In connection with the Global Offering, China Everbright Securities (HK) Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares or effect any other transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offer. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Such stabilization action, if commenced, will be conducted at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it and may be discontinued at any time, and is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure of the Global Offering” of the Prospectus.

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offer. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.



**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)*

## **GLOBAL OFFERING**

<b>Number of Offer Shares</b>	<b>:</b>	<b>470,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>47,000,000 (subject to re-allocation)</b>
<b>Number of International Placing Shares</b>	<b>:</b>	<b>423,000,000 Shares (subject to re-allocation and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>:</b>	<b>HK\$2.1 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 each</b>
<b>Stock code</b>	<b>:</b>	<b>2699</b>

**Sole Sponsor**



**China Everbright Capital Limited**

**Sole Global Coordinator and Sole Bookrunner**



**China Everbright Securities (HK) Limited**

Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering as described in the Prospectus (including the additional Shares to be offered pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme).

In connection with the Global Offering, our Company is expected to grant to the Sole Global Coordinator the Over-allotment Option. Pursuant to the Over-allotment Option, our Company may be required by the Sole Global Coordinator to allot and issue up to and not more than 70,500,000 additional new Shares (representing 15% of the total number of the Offer Shares initially available under the Global Offering) at the Offer Price to cover over-allocations in the International Placing.

Subject to the granting of the approval for listing of, and permission to deal in, our Shares on the Stock Exchange and our Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second trading date after the trade date. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 6 July 2015, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 6 July 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on our Company's website at [www.xinm.com.cn](http://www.xinm.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offer of initially 47,000,000 Shares (subject to re-allocation), representing 10% of the initial number of Offer Shares, and the International Placing of initially 423,000,000 Shares (subject to re-allocation and the Over-allotment Option) representing 90% of the initial number of Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

The Offer Price will not be more than HK\$2.1 per Offer Share and will not be less than HK\$1.1 per Offer Share. Applicants for Hong Kong Offer Shares are required to pay, on application, the Offer Price of HK\$2.1 for each Hong Kong Offer Share together with a brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.1 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms. Applicants who would like to be allocated the Hong Kong Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 23 June 2015 until 12:00 noon on Friday, 26 June 2015 from:

1. the following office of the Sole Bookrunner:

**China Everbright Securities (HK) Limited**  
36/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

2. any of the following sub-branches of **Bank of Communications Co., Ltd. Hong Kong Branch**:

	<b>Sub-Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Hennessy Road Sub-Branch	G/F., Bank of Communications Building, 368 Hennessy Road
	Chai Wan Sub-Branch	G/F., 121-121A Wan Tsui Road, Chai Wan
	Aberdeen Sub-Branch	Shop 3, G/F, 2/4 & 14/16 Nam Ning Street, Aberdeen Centre (Site 4), Aberdeen
<b>Kowloon</b>	Hunghom Sub-Branch	Flat/Rm A6, G/F., Wing Kwai Building, 1-3 Tak Man Street, Whampoa Estate
<b>New Territories</b>	Sheung Shui Sub-Branch	Shops 1010-1014, G/F., Sheung Shui Centre Shopping Arcade, Sheung Shui

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 23 June 2015 until 12:00 noon on Friday, 26 June 2015 from:

- (1) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (2) your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of Communications (Nominee) Co. Ltd. — Xinming China Public Offer" attached should be deposited in the special collection boxes provided at any of the sub-branches of Bank of Communications Co., Ltd. Hong Kong Branch referred to above on such dates and during such time as specified in the Application Forms.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 23 June 2015 until 12:00 noon on Friday, 26 June 2015. The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 26 June 2015, the last application day or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Applications Lists" in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

We expect to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Offer Shares on Friday, 3 July 2015 in South China Morning Post (in English) and The Hong Kong Economic Times (in Chinese), on our Company’s website at [www.xinm.com.cn](http://www.xinm.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Results of allocations in the Hong Kong Public Offer (with successful applicants’ identification document numbers, where applicable) will be available through a variety of channels from Friday, 3 July 2015 as described in the section headed “How to Apply for Hong Kong Offer Shares — Publication of Results” in the Prospectus including in South China Morning Post (in English) and The Hong Kong Economic Times (in Chinese), on our Company’s website at [www.xinm.com.cn](http://www.xinm.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

No temporary documents of title will be issued. No receipt will be issued for sums paid on application. Share certificates will only become valid documents of title at 8:00 a.m. on Monday, 6 July 2015 provided that the Global Offering has become unconditional in all respects and neither the Underwriting Agreements has been terminated in accordance with its terms.

Dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Monday, 6 July 2015. The Shares will be traded in board lots of 2,000 each. The stock code of the Company is 2699.

By order of the Board  
**Xinming China Holdings Limited**  
**Mr. Chen Chengshou**  
陳承守  
Chairman

Hong Kong, Tuesday, 23 June 2015

*As at the date of this announcement, the executive Directors are Mr. Chen Chengshou, Ms. Quan Xiaolin, Mr. Zhou Yongkui and Mr. Jin Zhanghai; the non-executive Director is Ms. Gao Qiaoqin; and the independent non-executive Directors are Mr. Gu Jiong, Mr. Lo Wa Kei, Roy and Mr. Fong Wo, Felix.*

*Please also refer to the published version of this announcement in South China Morning Post (in English) and The Hong Kong Economic Times (in Chinese).*